

# TIVOLI CONSTRUCTION LIMITED

CIN: L45200MH1985PLC037365

Regd. Off: 4<sup>th</sup> Floor, Raheja Chambers, Linking Road & Main Avenue, Santacruz (West),  
Mumbai – 400 054 Phone Nos.: 022 – 67694400 / 4444

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

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Date: 02nd October, 2024

The Listing and Compliance Department  
BSE Limited  
25th Floor, P. J. Towers  
Dalal Street  
Mumbai – 400 001.

**Scrip Code: 511096**

Dear Sir/ Madam,

**Sub: Voting results as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report of the 38<sup>th</sup> Annual General Meeting.**

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we submit herewith the Voting results of the 38<sup>th</sup> Annual General Meeting of the Company held on Monday, 30<sup>th</sup> day of September, 2024 at 11.00 a.m at Registered Office of the Company at 4<sup>th</sup> Floor, Raheja Chambers, Linking Road & Main Avenue, Santacruz (West), Mumbai – 400 054.

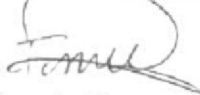
The Company had appointed Ms. Hansa Gaggar, Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting and ballot voting process. The Scrutinizer's Report dated 01<sup>st</sup> October, 2024 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 received from her has been attached herewith.

Kindly take it on record.

Thanking You,

Regard,

For Tivoli Construction Limited



**Tanuja Sharma**  
Company Secretary and Compliance Officer



Place : Mumbai

Encl: As above

Scrutinizer Details	
Name of the Scrutinizer	HANSA GAGGAR
Firms Name	NA
Qualification	CS
Membership Number	F12339
Date of Board Meeting in which appointed	30-08-2024
Date of Issuance of Report to the company	01-10-2024

Voting results	
Record date	23-09-2024
Total number of shareholders on record date	244
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	8
b) Public	6
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	<b>2</b>

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2024 together with the Reports of Board of Directors and Statutory Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	201530	173330	86.0070	173330	0	100.00	0.0000
	Poll		28200	13.9930	28200	0	100.00	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>		201530	201530	100.0000	201530	0	100.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	106200	106200	100.0000	106200	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		106200	106200	100.0000	106200	0	100.0000
<b>Total</b>		307730	307730	100.0000	307730	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

### Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To appoint a Director in place of Mrs. Anita Raheja (DIN: 00306794) Director, who retires at the 38 th Annual General Meeting and being eligible, offers herself for re-appointment as Director.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	201530	173330	86.0070	173330	0	100.0000	0.0000
	Poll		28200	13.9930	28200	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>		201530	201530	100.0000	201530	0	100.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	106200	106200	100.0000	106200	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		106200	106200	100.0000	106200	0	100.0000
<b>Total</b>		307730	307730	100.0000	307730	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



**HANSA GAGGAR**

M.Com, GDC & A, LL.B., FCS

Practicing Company Secretary

☎ 8369566401

M pshansagaggar@gmail.com

Regd Office: No. 8B, 2nd Floor, Senior Estate, 7/C Parsi Panchayat Road, Andheri (East), Mumbai- 400 069.

01<sup>st</sup> October, 2024

The Chairman,  
Tivoli Construction Limited  
4<sup>th</sup> Floor, Raheja Chambers,  
Linking Road & Main Avenue,  
Santacruz - (West), Mumbai - 400054

Dear Sir,

I would like to thank you for appointing me as the Scrutinizer for remote e-voting process and to scrutinize the physical ballot forms received from the Shareholder at the 38<sup>th</sup> Annual General Meeting (hereinafter referred to as "AGM") of your Company duly conducted on Monday, 30<sup>th</sup> September, 2024 at 11.00 am at 4<sup>th</sup> Floor, Raheja Chambers, Linking Road & Main Avenue, Santacruz - (West), Mumbai - 400054.

I am pleased to submit the Consolidated Scrutinizer's Report on voting through Remote E-voting and electronic voting at the AGM in terms of provisions of the Companies Act, 2013 (herein after the "ACT") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the copy of which is attached herewith as annexure. It is submitted that the report in itself is comprehensive and self-explanatory.

**Hansa Gaggar**  
Practicing Company Secretary  
Membership No: F12340  
CoP No.: 21614  
PR: 1870/2022  
UDIN: F012339F001399659



Place : Mumbai

Date: 01<sup>st</sup> October, 2024



**HANSA GAGGAR**

M.Com, GDC & A, LL.B., FCS

Practicing Company Secretary

8369566401

M pshansagagar@gmail.com

Regd Office: No. 8B, 2nd Floor, Senior Estate, 7/C Parsi Panchayat Road, Andheri (East), Mumbai- 400 069.

## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended)

Name of the Company	Tivoli Construction Limited
Meeting	AGM
Day, Date and Time	Monday, 30 <sup>th</sup> September, 2024 at 11.00 a.m
Venue	4th Floor, Raheja Chambers, Linking Road & Main Avenue, Santacruz - (West), Mumbai - 400054,

### 1. Appointment as Scrutinizer

I, Hansa Gaggar, Practicing Company Secretary, have been appointed as scrutinizer by the Board of Directors of TIVOLI CONSTRUCTION LIMITED (hereinafter referred as the "Company") (CIN: L45200MH1985PLC037365) for the purpose of scrutinizing the E-voting process and Physical Ballot Process in a fair and transparent manner for the resolutions to be passed at the 38<sup>th</sup> Annual General Meeting of the company held on Monday, the 30<sup>th</sup> day of September, 2024 at 11.00 a.m at 4<sup>th</sup> Floor, Raheja Chambers, Linking Road & Main Avenue, Santacruz - (West), Mumbai - 400054, and ascertaining the requisite majority on E-voting as well as Physical Ballot carried out as per provisions of the Companies Act, 2013 ("the Act") and Sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rule, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company sought approval of Members to the Resolutions via E- Voting and Physical Ballot Process.

### 2. Dispatch of Notice convening the AGM

The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by the Depositories viz. National Securities Depository Limited (hereinafter referred to as "NSDL") and Central Depository Services (India) Limited (hereinafter referred to as "CDSL") the Company commenced dispatch of the Notice of the 38<sup>th</sup> AGM through electronic mode on 06<sup>th</sup> September, 2024 to 47 shareholders who had registered their email ids with the company/ depositories by email and physical copies of the Annual Report and the Notice of the AGM of the Company have been sent by the permitted mode to all the other members at their registered address. The Company had given Public Notice to its shareholders about the 38<sup>th</sup> AGM on 09<sup>th</sup> September, 2024 in 'Free Press Journal' (English Newspaper) and 'NavShakti' (Marathi Newspaper).



**3. Cut-off Date**

The Equity Shareholders of the Company as on the "cut-off date, as set out in the Notice, i.e., Monday, 23<sup>rd</sup> September, 2024 were entitled to vote on the resolutions (item nos. 1 and 2 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

**4. Remote E-Voting Process**

- i. The Company appointed NSDL as an agency to provide remote e-voting facility.
- ii. The remote e-voting period commenced on Friday, 27<sup>th</sup> September, 2024 at 09:00 a.m. and ended on Sunday, 29<sup>th</sup> September, 2024 at 5:00 p.m and the members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special resolutions on the e-voting platform provided by NSDL.

**5. Voting at AGM**

After the Chairman of the AGM announced the commencement of voting, the members present in the meeting who could not participate in the remote e-voting process to record their votes, participated in the voting through ballot voting.

**6. Counting Process**

- i. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in the presence of two witness mentioned below and poll papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
- ii. After tabulating the votes cast at the venue of the Annual General Meeting through Physical Ballot, the votes cast through Remote E-voting were unblocked in presence of two witnesses, Ms. Suhani Dalvi and Ms. Tejal Rathod, who are not in the employment of the Company and/ or NSDL. They have signed below in confirmation of the same.

**Suhani Dalvi****Tejal Rathod**





# HANSA GAGGAR

M.Com, GDC & A, LL.B., FCS

Practicing Company Secretary

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Regd Office: No. 8B, 2nd Floor, Senior Estate, 7/C Parsi Panchayat Road, Andheri (East), Mumbai- 400 069.

## 7. Results

- i. It is been observed that
    - 7 members had cast their votes at the AGM.
    - 10 members had cast their votes through remote e-voting
  - ii. The Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 30<sup>th</sup> August, 2024 is enclosed herewith.
  - iii. Based on the aforesaid results, it is reported that 02 Ordinary Resolutions as set out in Item Nos. 1 and 2 of the Notice of the AGM have been passed with the requisite majority.
8. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Ms. Tanuja Sharma, Company Secretary and Compliance Officer for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

## 9. Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Hansa Gaggar  
Practicing Company Secretary  
Membership No: F12339  
CoP No.: 21614  
PR: 1870/2022  
UDIN: F012339F001399659



Place : Mumbai

Date: 01<sup>st</sup> October, 2024



# HANSA GAGGAR

☎ 8369566401

M.Com, GDC & A, LL.B., FCS

Practicing Company Secretary

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Regd Office: No. 8B, 2nd Floor, Senior Estate, 7/C Parsi Panchayat Road, Andheri (East), Mumbai- 400 069.

## CONSOLIDATED SCRUTINIZER REPORT

**Item no.1:** Adoption of Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2024 together with the Reports of Board of Directors and Statutory Auditors thereon.

### Resolution: Ordinary Resolution

Mode of Voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		Number	Votes	As % of total number of Valid Votes	Number	Votes	As % of total number of Valid Votes	
E-voting	279530	10	279530	90.84	0	0	0	0
Poll/Ballot Voting	28200	7	28200	9.16	0	0	0	0
Total	307730	17	307730	100	0	0	0	0

**Item no.2:** Appointment of a Director in place of Mrs. Anita Raheja (DIN: 00306794) Director, who retires at the 38<sup>th</sup> Annual General Meeting and being eligible, offers herself for re-appointment.

### Resolution: Ordinary Resolution

Mode of Voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		Number	Votes	As % of total number of Valid Votes	Number	Votes	As % of total number of Valid Votes	
E-voting	279530	10	279530	90.84	0	0	0	0
Poll/Ballot Voting	28200	7	28200	9.16	0	0	0	0
Total	307730	17	307730	100	0	0	0	0

*Hansa G.*  
Hansa Gaggar  
Practicing Company Secretary  
Membership No: F12339  
CoP No.: 21614  
PR: 1870/2022  
UDIN: F012339F001399659



Place : Mumbai  
Date: 01<sup>st</sup> October, 2024