

27th September 2019

The Bombay Stock Exchange Limited,
P J Towers,
Dalal Street,
Mumbai – 400001.

Dear Sir,

SUB: REPORTING UNDER REGULATION 30 (2) READ WITH SCHEDULE III OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

As required under Regulation 30 (2) read with schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose herewith the proceedings of the 57th Annual General Meeting of the Company held on 27th September 2019 where the following were discussed and voted on:

- 1) The financial statements for the financial year ended 31st March 2019 were adopted.
- 2) Mr Atul Gupta who was liable to retire by rotation was re-appointed as director of the Company
- 3) The appointment of R Ramalingam and Associates, Chartered Accountants as statutory auditors of the Company was ratified.
- 4) Mr Venkataramani was authorized to continue as non-executive director of the Company
- 5) Mr P J George was authorized to continue as non-executive director of the Company.
- 6) Mr Venkataramani was re-appointed as Independent director for a second term of 5 years
- 7) Mr P J George was re-appointed as Independent director for a second term of 5 years

Kindly acknowledge receipt.

Thanking you.

Truly yours,

For Tulive Developers Limited


Atul Gupta
Director



DIN: 01608328

PROCEEDINGS OF THE 57th ANNUAL GENERAL MEETING OF THE MEMBERS OF TULIVE DEVELOPERS LIMITED, HELD ON 27th DAY OF SEPTEMBER 2019 FRIDAY AT 10.00 AM AT NO. 21/22, LOHA BHAVAN, P.D. MELLO ROAD, MUMBAI – 400 009.

TIME OF CONCLUSION: 10:50 AM

PRESENT:

Mr. Atul Gupta, Director

Mr. Adit N Bhuvra – Partner of S.A.E & Associates LLP, Scrutiniser

MEMBERS PRESENT

5 members in person representing 745828 equity shares

Member present by proxy: Nil

1. Members present requested Mr Atul Gupta, to Chair the meeting. Mr. Atul Gupta took the chair and welcomed the members to the 57th Annual General Meeting (“AGM”) of the Company.
2. The Chairman declared the meeting as validly convened and the requirement of the quorum as per the articles of association of the Company and the Companies Act, 2013, was fulfilled.
3. Chairman informed the members that the Statutory Registers and inspection documents were available during the meeting for inspection of the Members.
4. The Chairman explained the absence of Mr K V Ramanashetty, Mr. P J George and Ms. Nirmal Carriappa, directors, who could not attend the meeting due to personal reasons and Mr S Venkataramani, director, who could not attend the meeting, being unwell and had expressed their regret in not being able to attend the meeting.
5. With the concurrence of the members present, the Notice of the 57th Annual General Meeting together with the explanatory statement, the statutory auditors report was taken as read with the unanimous consent of the members present.
6. The Chairman mentioned that the Company has reviewed all the statutory requirements and has made arrangements to provide a platform to members that ensures larger participation and also provides equal opportunity to all Members in the voting process at the AGM.
7. He also mentioned that the Company had provided e-voting facility to its members to exercise their right to vote by electronic means. The e-voting period commenced on Tuesday, 24th September 2019 at 09:00 am and ended on Thursday, 26th September 2019 at 5:00 pm.
8. Shareholders whose names were on the Register of Members as of 20th September 2019 have voted on the resolutions for the businesses listed in the Notice for the 57th Annual General Meeting through electronic mode.
9. In accordance with the relevant rules under Companies Act, 2013, the Company shall also offer the shareholders present physically at the meeting the option of voting on resolutions through ballot paper. Those who have already exercised their vote on remote e-voting platform, would not be entitled to vote at the AGM.



10. The Chairman stated that Adit N Bhuva, Partner, S.A.E & Associates, LLP was appointed as Scrutinizer to scrutinize the remote e-Voting and voting at the venue and provide a report thereon in the prescribed manner.

The Chairman then took up the formal proceeding of the meeting.

Then, the Chairman opened the floor for questions from the shareholders on the agenda items as set out in the Notice of the 57th Annual General Meeting.

The Chairman answered all the queries and clarified the same to the shareholders.

Thereafter the representatives of the Company distributed the ballot paper for the shareholders, who have not voted electronically, to cast their vote.

The ballot papers were collected.

Thanking the members for their participation, suggestions and comments, the Chairman announced formal closure of 57th Annual General Meeting of the Company.

Thereafter the scrutinizer had scrutinised the votes cast at the venue.

The Resolutions for the Ordinary Businesses as set out in Item Nos.1 to 3 and Special Businesses as set out in Item Nos. 4 to 7 in the Notice of the 57th Annual General Meeting, are recorded here under as part of the proceedings of 57th Annual General Meeting of the Members held on 27th September 2019.

Ordinary Business:

Resolution No. 1/57th AGM/2019 – Ordinary Resolution for Adoption of Financial Statements for the year ended 31st March 2019:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2019 and the reports of the board of directors and auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Resolution No. 2/57th AGM/2019 – Ordinary Resolution to appoint a director in place of Mr Atul Gupta (DIN: 01608328) who retires by rotation:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr Atul Gupta (DIN: 01608328), who retires by rotation at this meeting and being eligible has offered himself for re- appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Resolution No. 3/57th AGM/2019 – Ordinary Resolution to ratify appointment of existing auditors R Ramalingam & Associates, Chartered Accountants, who were appointed to hold office from the conclusion of the 55th annual general meeting upto the conclusion of the 60th annual general meeting:

“RESOLVED THAT the members do and hereby ratify the appointment of R Ramalingam & Associates, Chartered Accountants, as Statutory Auditors of the Company, who were appointed to hold office from the conclusion of the 55th annual general meeting till the conclusion of 60th annual general meeting, at a remuneration as may be decided by the Board of Directors in consultation with the said auditors.”

Special Business:

Resolution No. 4/57th AGM/2019 – Special Resolution to authorize Mr S



A handwritten signature in blue ink, appearing to be 'S. S.', written over the bottom right corner of the stamp.

Venkataramani to continue as non-executive director:

“RESOLVED THAT pursuant to regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr S Venkataramani (DIN:00053043), who was appointed as a non-executive director of the Company on 25th April 2005 and who has attained the age of 76 years and whose experience and continued association with the Company would be beneficial be and is hereby authorized to continue his service with the Company as non-executive director of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised severally to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

Resolution No. 5/57th AGM/2019 – Special Resolution to authorize Mr P J George to continue as non-executive director:

“RESOLVED THAT pursuant to regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. P. J. George (DIN:02614455), who was appointed as a non-executive director of the Company on 30th May 2011 and who has attained the age of 76 years and whose experience and continued association with the Company would be beneficial be and is hereby authorized to continue his service with the Company as non-executive director of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised severally to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

Resolution No. 6/57th AGM/2019 – Special Resolution to re-appoint Mr. S Venkataramani (DIN:00053043) as an Independent Director:

“RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 16(1)(b), 25 and all other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Venkataramani (DIN:00053043), who was appointed as an Independent Director at the 52nd Annual General Meeting of the Company and who holds office up to the conclusion of 57th AGM and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration



Committee, to hold office for a second term of 5 (five) years commencing with effect from the conclusion on 57th AGM up to the conclusion of 62nd AGM to be held in the year 2024, not liable to retire by rotation."

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised severally to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Resolution No. 7/57th AGM/2019 – Special Resolution to re-appoint Mr. P. J. George (DIN:02614455) as an Independent Director:

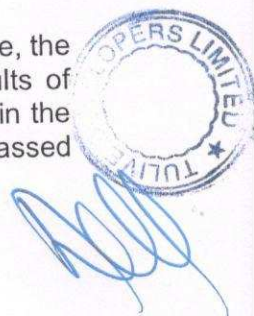
"**RESOLVED that** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 16(1)(b), 25 and all other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. P. J. George (DIN:02614455), who was appointed as an Independent Director at the 52nd Annual General Meeting of the Company and who holds office up to the conclusion of 57th AGM and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term of 5 (five) years commencing with effect from the conclusion on 57th AGM up to the conclusion of 62nd AGM to be held in the year 2024, not liable to retire by rotation."

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised severally to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

The combined results of the remote e-voting and the ballot paper voting offered at the Annual General meeting was also proposed to be announced to the Bombay Stock Exchange and be uploaded on the websites as required under Companies Act, 2013 on or before 30th September 2019.

Result of the remote e-voting and voting at the venue on the Ordinary and Special Businesses is made part of this proceedings and is as under:

On the basis of Scrutiniser's Report for the remote E-Voting and voting at the venue, the summary of which is mentioned here under, the Chairman announced the results of voting that all the resolutions for the Ordinary and Special Businesses as set out in the Notice of the 57th Annual General Meeting of the Company have been duly passed unanimously.



Resolution No.	FOR		AGAINST		Results Declared
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	
Resolution No. 1	1491199	100%	NIL	NA	Passed Unanimously
Resolution No. 2	1491199	100%	NIL	NA	Passed Unanimously
Resolution No. 3	1491199	100%	NIL	NA	Passed Unanimously
Resolution No. 4	1491199	100%	NIL	NA	Passed Unanimously
Resolution No. 5	1491199	100%	NIL	NA	Passed Unanimously
Resolution No. 6	1491199	100%	NIL	NA	Passed Unanimously
Resolution No. 7	1491199	100%	NIL	NA	Passed Unanimously

All the above resolutions, which were put to vote (remote e-voting and the ballot paper voting offered at the Annual General meeting), were passed unanimously.

Date: 27th September 2019

Place: Mumbai


Atul Gupta



Chairman of the Meeting