

**PROCEEDINGS OF THE 53<sup>rd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF TULIVE DEVELOPERS LIMITED, HELD ON THE 30<sup>th</sup> DAY OF SEPTEMBER 2015 AT 09.30 AM AT ROOM NO. 415, NO. 21/22, LOHA BHAVAN, P.D. MELLO ROAD, MUMBAI – 400 009.**

**TIME OF CONCLUSION: 10:30 AM**

**PRESENT:**

Mr. K V Ramana Shetty, Director  
Mr. Atul Gupta, Director  
Mr. Venkataramani, Independent Director

**MEMBERS PRESENT**

**5 members in person representing 2617789 equity shares**

**Member present by proxy: Nil**

1. Mr. Atul Gupta, took the Chair and welcomed the members to the 53<sup>rd</sup> 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 introduced the other members of the Board who were present at the meeting to the Members. The Chairman explained the absence of Mr. P J George and Ms. Nirmal Carriappa, Independent directors, who could not attend the meeting due to personal reasons and had expressed their regret in not being able to attend the meeting.
5. The Chairman also informed the members that the Chairman of the Audit Committee and Nomination remuneration committee was present at the meeting to answer the queries of the shareholders.
6. With the concurrence of the members present, the Notice of the 53<sup>rd</sup> Annual General Meeting together with the explanatory statement, the statutory auditors report was taken as read with the unanimous consent of the members present.
7. 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.
8. 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 Sunday, 27th September 2015 and ended on Tuesday, 29th September 2015.
9. Shareholders whose names were on the Register of Members as of 23<sup>rd</sup> September 2015 have passed the resolutions for the businesses listed in the Notice for the 53<sup>rd</sup> Annual General Meeting through electronic mode.
10. 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.

11. The Chairman stated that Mr. Adit Bhuvra Practising Company Secretary was appointed as Scrutiniser 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 53<sup>rd</sup> 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 put in a sealed box and then the scrutiniser had opened the same for scrutinising the votes cast at the venue.

The Resolutions for the Ordinary and Special Businesses as set out in Item Nos.1 to 4 in the Notice of the 53<sup>rd</sup> Annual General Meeting, are recorded hereunder as part of the proceedings of 53<sup>rd</sup> Annual General Meeting of the Members held on 30<sup>th</sup> September 2015.

#### **Ordinary Business :**

##### **Resolution No. 1/53rd AGM/2015 – Ordinary Resolution for Adoption of Financial Statements for the year ended 31<sup>st</sup> March 2015:**

“RESOLVED THAT the Audited Financial Statement as on 31<sup>st</sup> March 2015 and the Reports of the Directors and Auditors thereon, be and are hereby received, considered and adopted.”

This resolution was proposed by Mr. Atul Gupta and it was seconded by Mr. Ajay Purbey

##### **Resolution No. 2/53rd AGM/2015 – Ordinary Resolution for re-appointment of Mr. Atul Gupta who retires by rotation :**

“RESOLVED THAT Mr. Atul Gupta, Director, who retires at this meeting, be and is hereby re-appointed as Director, whose place of office shall be liable to be determined by rotation.”

This resolution was proposed by Mr. K.V. Ramana Shetty and it was seconded by Narendra Trivedi

##### **Resolution No. 3/53rd AGM/2015 – Ordinary Resolution for ratifying the appointment of M/s. Bhandari & Keswani, Chartered Accountants as Statutory Auditors and fixing their remuneration :**

“RESOLVED THAT the members do and hereby ratify the appointment of M/s. Bhandari & Keswani, Chartered Accountants, as the statutory auditors of the Company, to hold office till the conclusion of the 55<sup>th</sup> Annual General Meeting, at a remuneration as may be decided by the Board of Directors in consultation with the said Auditors.”

This resolution was proposed by the Mr. Atul Gupta and it was seconded by Mr. Venkatramani

#### **Special Businesses:**





**Resolution No. 4/53rd AGM/2015 : Ordinary Resolution for appointment of Ms. Nirmal Cariappa (DIN: 07129165) 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 clause 49 of the Listing Agreement, Ms. Nirmal Cariappa (DIN:07129165), who was appointed as an additional director of the Company liable to retire by rotation and whose term expires at this Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto the conclusion of 58<sup>th</sup> Annual General Meeting of the Company in the calendar year 2020, not liable to retire by rotation.”

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 3<sup>rd</sup> October 2015.

This resolution was proposed by Mr.Venkatramani and it was seconded by Mr.Ajay purbey

**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 hereunder, 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 53<sup>rd</sup> 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	2617789	100.00%	0	0.00	Passed Unanimously
Resolution No. 2	2617789	100.00%	0	0.00	Passed Unanimously
Resolution No. 3	2617789	100.00%	0	0.00	Passed Unanimously
Resolution No. 4	2617789	100.00%	0	0.00	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 with requisite majority. Thanking the members for their participation, suggestions and comments, the Chairman announced formal closure of 53<sup>rd</sup> Annual General Meeting of the Company.

Date: 01.10.2015  
Place: Chennai

  
Chairman

**VOTING RESULTS OF RESOLUTIONS PASSED BY WAY OF REMOTE E-VOTING AND POLL IN THE 53rd ANNUAL GENERAL MEETING OF TULIVE DEVELOPERS LIMITED HELD IN REGISTERED OFFICE OF THE COMPANY ON 30<sup>TH</sup> SEPTEMBER 2015 AS PER CLAUSE 35 A OF LISTING AGREEMENT WITH BOMBAY STOCK EXCHANGE.**

DATE OF AGM :-	30 <sup>th</sup> September 2015
TOTAL NUMBER OF SHAREHOLDERS AS ON RECORD DATE	303
NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY:	Promoters and Promoter Group: 2 (Two) Public: 3 (Three)
NO. OF SHAREHOLDERS PRESENT IN THE MEETING THROUGH VIDEO CONFERENCING	Promoters and Promoter Group: 0 (Nil) Public: 0 (Nil)

**ITEMS PASSED IN THE ANNUAL GENERAL MEETING:**

**1. ADOPTION OF FINANCIAL STATEMENTS.**

- a) Resolution required: - Ordinary Resolution.  
b) Mode of Voting :- remote e-voting and poll at the AGM.

PROMOTE R/PUBLIC	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	2612765	2612765	100.00	2612765	0	100.00	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public- Others	871610	5024	0.5	5024	0	100.00	0
<b>TOTAL</b>	<b>3484375</b>	<b>2617789</b>	<b>75.13</b>	<b>2617789</b>		<b>100.00</b>	



2. TO APPOINT A DIRECTOR IN PLACE OF MR. ATUL GUPTA WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT.

- a) Resolution required: - Ordinary Resolution.  
b) Mode of Voting :- remote e-voting and poll at the AGM.

PROMOTE R/PUBLIC	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)]*	(7) = [(5)/(2)]*100
Promoter and Promoter Group	2612765	2612765	100.00	2612765	0	100.00	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	871610	5024	0.5	5024	0	100.00	0
Total	3484375	2617789	75.13	2617789		100.00	

3. TO RATIFY THE APPOINTMENT OF EXISTING STATUTORY AUDITORS M/S. BHANDARI & KESWANI, CHARTERED ACCOUNTANTS:

- a) Resolution required: - Ordinary Resolution.  
b) Mode of Voting :- remote e-voting and poll at the AGM.

PROMOTE R/PUBLIC	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)]*	(7) = [(5)/(2)]*100

Promoter and Promoter Group	2612765	2612765	100.00	2612765	0	100.00	0
Public – Institutional holders	0	0	0	0	0	0	0
Public- Others	871610	5024	0.5	5024	0	100.00	0
Total	3484375	2617789	75.13	2617789		100.00	

**4. TO APPOINT MS. NIRMAL CARIAPPA (DIN:07129165) AS AN INDEPENDENT DIRECTOR**

- a) Resolution required: - Ordinary Resolution.  
b) Mode of Voting :- remote e-voting and poll at the AGM.

PROMOTE R/PUBLIC	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)]*	(7) = [(5)/(2)]*100
Promoter and Promoter Group	2612765	2612765	100.00	2612765	0	100.00	0
Public – Institutional holders	0	0	0	0	0	0	0
Public- Others	871610	5024	0.5	5024	0	100.00	0
Total	3484375	2617789	75.13	2617789		100.00	

DATE: 1<sup>st</sup> October 2015

FOR TULIVE DEVELOPERS LIMITED

PLACE: Chennai

  
DIRECTOR

1<sup>st</sup> October 2015

To

Mr. Atul Gupta, Director and Chairman of the 53<sup>rd</sup> AGM,  
Tulive Developers Limited,  
21/22, Loha Bhavan P. D. Mello Road, Mumbai- 400009

**SUB: CONSOLIDATED SCRUTINIZER'S REPORT ON THE ELECTRONIC VOTING IN RESPECT OF MATTERS SET-OUT IN THE NOTICE OF 53<sup>rd</sup> ANNUAL GENERAL MEETING.**

Dear Sir,

1. I have been appointed as a Scrutinizer to scrutinize the Remote e-voting and the polling at the annual general meeting, in respect of the following matters set-out in the notice for the 53<sup>rd</sup> Annual General Meeting, dated 14<sup>th</sup> August 2015:

- a) To receive, consider, approve and adopt the Audited Financial Statement of the Company as at 31<sup>st</sup> March, 2015 together with the Reports of the Directors and Auditors thereon. ("**Resolution No.1**")
- b) To appoint a director in place of Mr. Atul Gupta, who retires by rotation and being eligible, offers himself for re-appointment. ("**Resolution No.2**")
- c) To ratify the appointment of existing auditors M/s. Bhandari & Keswani, Chartered Accountants, who were appointed from the conclusion of 52nd Annual General Meeting up to the conclusion of the 55th Annual General Meeting and to authorise the Board of Directors to fix their remuneration. ("**Resolution No.3**")
- d) To appoint Ms. Nirmal Cariappa (DIN 07129165) as an Independent Director. ("**Resolution No.4**")

2. The Company had entered into an arrangement with Central Depository Services (India) Limited ("**CDSL**"), for providing the electronic voting ("**Remote e-voting**") facility.

2.1. The Company had also provided voting through poll at the venue of the 53<sup>rd</sup> Annual General Meeting.





**3. I submit my report as under, in respect of both (i.e) the Remote e-voting and voting by poll at the venue.**

3.1 The Remote e-voting period commenced on 27<sup>th</sup> September 2015 at 09.00 am IST and ended on 29<sup>th</sup> September, 2015 at 5.00 pm IST.

3.2 We were provided by CDSL, the list of shareholders who have voted at the Remote e-voting facility, so as to ensure that voting by the shareholders / proxies is exercised only by those who have not voted using the Remote e-voting facility.

3.3 At the venue of annual general meeting, after the announcement of voting by poll, the representatives of the Company distributed to the members present poll papers, and the members present in person or by proxy, cast their votes in locked ballot boxes (which were locked and sealed) which were made available by the Company.

3.4 The locked ballot boxes were subsequently opened by me and the poll paper were scrutinised.

- a) There were 3 poll papers in all;
- b) The poll papers were verified with the attendance slips from each person, who had cast the vote;
- c) All the votes were casted by the members present in person and not by proxy.

3.5 The particulars of all the votes cast by the members by remote e-voting are maintained in the electronic mode in format made available by CDSL.

3.6 The particulars of all the votes cast by the members by way of poll at the venue of the meeting, are maintained by me in the electronic mode.

**4. The details of the votes casted through Poll, held at the Annual General Meeting, is as under:**

Resolution No.	Total Number of shareholders who have cast their vote by Poll	No. of Equity shares
Resolution No. 1	3	5024
Resolution No. 2	3	5024
Resolution No. 3	3	5024
Resolution No. 4	3	5024





5. I report to you the details of votes cast "FOR" and "AGAINST" through Poll held at the Annual General Meeting:

Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 1	3	5024	5024	100.00	0	0
Resolution No. 2	3	5024	5024	100.00	0	0
Resolution No. 3	3	5024	5024	100.00	0	0
Resolution No. 4	3	5024	5024	100.00	0	0

6. I unblocked the Remote e-voting results on CDSL's e-voting platform, in the presence of Ramya Jayaraj and Lakshmi Rengarajan and downloaded the results.

7. Details of Remote e-voting that were cast between 27<sup>th</sup> September 2015 and 29<sup>th</sup> September 2015 is as under:

Resolution No.	Total Number of shareholders who have cast their vote by Remote e-voting	No. of Equity shares
Resolution No. 1	2	2612765
Resolution No. 2	2	2612765
Resolution No. 3	2	2612765
Resolution No. 4	2	2612765



8. I report to you the details of valid votes cast "FOR" and "AGAINST" under the Remote e-voting held between 27<sup>th</sup> September 2015 and 29<sup>th</sup> September 2015:

Resolution No.	Total No. of Equity Shares with respect to which vote have been cast and considered valid	FOR		AGAINST	
		No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 1	2612765	2612765	100.00	0	0
Resolution No. 2	2612765	2612765	100.00	0	0
Resolution No. 3	2612765	2612765	100.00	0	0
Resolution No. 4	2612765	2612765	100.00	0	0

9. The consolidated report on the votes cast through Poll (held at the Annual General Meeting) and Remote e-voting (held between 27<sup>th</sup> September 2015 and 29<sup>th</sup> September 2015) is as below:

Resolution No.	FOR		AGAINST	
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 1	2617789	100.00	0	0
Resolution No. 2	2617789	100.00	0	0
Resolution No. 3	2617789	100.00	0	0
Resolution No. 4	2617789	100.00	0	0



Place: Chennai.  
Date: 1<sup>st</sup> October 2015  
Time: 10:00 a.m.

**ADIT N BHUVA**  
ACS. No. 29660, C.P. NO. 10999

**Countersigned:**  
**For Tulive Developers Limited**

Atul Gupta  
Chairman of the 53<sup>rd</sup> AGM