

**NOTICE**

*Notice is hereby given that the Eighth Annual General Meeting of the members will be held on Monday, September 30, 2019 at 11:00 A.M. at the Conference Hall of "SHAPATH-II", OPP. Rajpath Club. S.G.Road, Bodakdev, Ahmedabad - 380015, Gujarat, India for transacting the following businesses:*

**ORDINARY BUSINESS:**

**1. APPROVAL OF ACCOUNTS:**

To consider and adopt the Statement of Profit & Loss for the Financial Year ended March 31, 2019 and the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon

- 2.** To Appoint a Director in place of Ms. AVANI SAMIR PATEL (DIN- 03167090) who Retires by rotation and being eligible offers himself for re-appointment

**SPECIAL BUSINESS:**

**3. APPOINTMENT OF MR.BHAUMIK RAJESHKUMAR MODI AS DIRECTOR**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. BHAUMIK RAJESHKUMAR MODI (DIN: 08281876), who was appointed as Additional Director on November 27, 2018 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, subject to approval of member, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**BY ORDER OF THE BOARD,  
For, TAYLORMADE RENEWABLES LIMITED**

**Place: Ahmedabad  
Date : 30/08/2019**

**GOR DHARMENDRA SHARAD  
DIN- 00466349  
MANAGING DIRECTOR**

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable, issued on behalf of the nominating organization.

2. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
3. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, form integral part of the notice. The Directors have furnished the requisite declarations for their appointment/reappointment.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Brief profile of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Corporate Governance Report forming part of the Annual Report.
6. The Company has notified of closure of register of members and share transfer books from 23<sup>rd</sup> September 2019 to 30<sup>TH</sup> September 2019 (Both days inclusive) for the purpose of annual general meeting.
7. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
8. Members, who hold shares in de-materialization form, are requested to bring their depository account number for identification.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, between 11:00 a.m. and 1:00 p.m. up to the date of Meeting.
11. If members want to change/correct bank account details, they should communicate the same immediately to the concerned Depository Participant. Members are also requested to furnish their MICR code of their bank to their Depository Participant. The Company or its Registrar will not entertain any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrar and Share Transfer Agents, M/s BIGSHARE SERVICES PRIVATE LIMITED.



12. SEBI, vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after 31<sup>st</sup> March, 2019 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form -SH 13 prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Department of Company Affairs.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to BIGSHARE SERVICES PRIVATE LIMITED, for consolidation into a single folio.
15. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
16. Non-Resident Indian Members are requested to inform BIGSHARE SERVICES PRIVATE LIMITED, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / BIGSHARE SERVICES PRIVATE LIMITED.
18. To support the "Green Initiative in Corporate Governance" taken by The Ministry of Corporate Affairs by allowing paperless compliance and stating that service of notices / documents including Annual Report can be effected by sending the same through electronic mode to the registered e- mail addresses of the shareholders, notices/documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail address have been registered with the Company. Members who would like to receive such notices / documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses:
  - In respect of electronic shareholding - through their respective Depository Participants
  - In respect of physical shareholding - by sending a request to the Company's Share Transfer Agent, mentioning therein their folio number and e-mail address.
19. The route map showing directions to reach the venue of the Eight AGM is annexed.
20. The Annual Report 2017-18 of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.trlindia.com](http://www.trlindia.com) and also on the website of the respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com)
21. Members are requested to bring their copy of the Annual Report to the Annual General Meeting as an austerity measure.

**Process and manner for members opting for voting through Electronic means:**

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.
- (ii) The Members whose names appear in the Register of Members / List of Beneficial Owners as on 23<sup>rd</sup> September, 2019 (cut - off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 23<sup>rd</sup> September, 2019, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- (iv) The remote e-voting will commence on 27<sup>th</sup> September, 2019 at 10.00 a.m. and ends on 29<sup>th</sup> September, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> September, 2019, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
- (v) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi) The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already 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.
- (vii) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 23<sup>rd</sup> September, 2019.
- (viii) The Company has appointed Mr. KUNAL RAJKUMAR BAJAJ, Practising Company Secretary (Membership No. ACS: 43192; CP No: 16849), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

**The instructions for shareholders voting electronically are as under:**

**Step-1:** The voting period begins on 27/09/2019 on 10.00 AM and ends on 29/09/2019 on 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23/09/2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

**Step 2 :** Open your web browser during the voting period and log on to the e-voting website  
**[www.evotingindia.com](http://www.evotingindia.com)**

**Step 3 :** Now click on "Shareholders" to cast your votes.

**Step 4 :** Now Enter your User ID

- a) For CDSL: 16 digits beneficiary ID
- b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID

- c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

**Step 5 :** Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

**Step 6 :** If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

**Step 7 :** After entering these details appropriately, click on "SUBMIT" tab.

**Step 8 :** Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**Step 9 :** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

**Step 10 :** Click on the EVSN for the relevant <Company Name> on which you choose to vote.

**Step 11 :** On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

**Step 12 :** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

**Step 13:** After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

**Step 14 :** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system

**Step 15 : Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Shareholders can also cast their vote using CDSL's Mobile app M-voting available for android based mobiles. The M-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESS MENTIONED IN THE ACCOMPANYING NOTICE:

**ITEM NO.3**

**APPOINTMENT OF MR.BHAUMIK RAJESHKUMAR MODI AS DIRECTOR**

Board of directors of the Company though resolution passed by their meeting of November 27, 2018 has appointed as Additional Director (Independent Director) of the Company and Mr. BHAUMIK RAJESHKUMAR MODI holds office of the Director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. BHAUMIK RAJESHKUMAR MODI as Director of the Company.

Brief profile of Mr. BHAUMIK RAJESHKUMAR MODI is given below for reference of the member: Mr. BHAUMIK RAJESHKUMAR MODI has degree of M.tech (Thermal) from Nirma University & also pursuing PhD from PDU University Since 2014. Currently working as a Junior Research Fellow at "Pandit Deendayal Petroleum University- Gandhinagar". He also worked as a Teaching Assistant at "Adani Institute of Infrastructure Engineering-Ahmedabad", worked as a Research Scholar at "Pandit Deendayal Petroleum University-Gandhinagar" and Worked as an Assistant Professor at "Sanjaybhai Rajguru College of Engineering-Rajkot". And Further he has Theoretical and Experimental Investigation of Vapour Absorption Refrigeration System for Small Capacity & Solar Powered High Recovery Desalination (SPHRD) to provide clean water

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. BHAUMIK RAJESHKUMAR MODI is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.3 for the approval of the members.

**By the order of the board,  
For, TAYLORMADE RENEWABLES LIMITED**

**Place : Ahmedabad  
Date : 30/08/2019**

**GOR DHARMENDRA SHARAD  
DIN- 00466349  
MANAGING DIRECTOR**

## DIRECTORS' REPORT

To,  
The Members,  
**TAYLORMADE RENEWABLES LIMITED**  
**(FORMERLY KNOWN AS TAYLORMADE RENEWABLES PRIVATE LIMITED & TAYLORMADE SOLAR SOLUTIONS PRIVATE LIMITED)**  
AHMEDABAD

Your Directors have pleasure in presenting their 9<sup>th</sup> (Ninth) Report on the business and operations of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended March 31, 2019.

### FINANCIAL HIGHLIGHTS:

During the year under review, performance of your company as under:

(Amount in Lakhs)

PARTICULARS	2018 – 2019	2017 – 2018
Total Operational Income	2522.34	1964.66
Other Income	3.79	1.88
Total Income	2526.13	1966.54
<b>Profit / (Loss) before Tax</b>	<b>161.36</b>	<b>135.95</b>
Less: Income Tax	45.90	36.85
Less: Differed Tax Liability / (Assets)	-5.22	2.20
<b>Profit / (Loss) after Tax</b>	<b>120.68</b>	<b>96.90</b>
Add: Balance brought forward from the Previous year	1396.32	57.46
Add: Share application money	0.00	1341.20
Add: Share premium Reserve	0.00	5.50
<b>Profit available for Appropriation</b>	<b>1517.00</b>	<b>1501.06</b>
Less: Profit utilized for issue of Bonus Shares	0	0
Less: Proposed Dividend	0	0
Less: Transfer to Share Capital	324.00	104.75
Less: Access Share Application Money Paid Back	207.20	
<b>Balance carried to Balance Sheet</b>	<b>985.80</b>	<b>1396.32</b>

### **STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:**

Your Directors are glad to report that the Company has achieved a Marginal growth in its turnover, which is quite evident from the above mentioned figures. Total turnover for the financial year ended March 31, 2019 has increased to Rs. 2522.34 as compared to Rs. 1964.66 Lakhs of Previous Year, registering a growth of 128. percent (approx). The Company has incurred the Profit before Tax of Rs. 161.36 Lakhs during the year as compared to Rs. 135.96 Lakhs of the previous year, registering a growth of 119 percent (approx).

Your Directors assures you that they would grab all business opportunities that could be seized from the market for the overall development of our business and foresee bright prospects of the Company in the years to come.

We seek long-term relationship with clients while addressing their requirements. Our customer centric approach has resulted in high levels of client satisfaction and retention.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

As required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is enclosed as a part of this report

### **INITIAL PUBLIC OFFER**

During the year under review there has been public offer or increase in capital of the Company. However, during the Year 2017-18, the Company came out with an Initial Public Offering of 32,40,000 Equity Share at Face value Rs.10/- and Premium of Rs. 25/- Per Share. The Company Received the trading Approval for total 98,24,848 Equity Shares on BSE SME Platform with Effect From 06<sup>th</sup> April,2018.

### **CHANGES IN NATURE OF BUSINESS**

There has been no Change in the nature of the business of the Company done during the year.

### **DIVIDEND:**

With a view to conserve funds for future expansion and modernization requirements, your Directors intend to plough back the profit and do not recommend any Dividend for the current financial year.

### **DEPOSITS:**

The Company has not accepted any deposit within the meaning of Deposit pursuant to the Companies (Acceptance of Deposits) Rules, 2014.

### **MATERIAL CHANGES AND COMMITMENTS:**

Apart from the Change as mention below, there is no other material change and commitment affecting the financial position of the Company which have occurred in the previous financial year i.e. March 31, 2018 and hence not reported.

The Company received the trading Approval for total 9,824,848 Equity Shares on BSE SME Platform with Effect From 06<sup>th</sup> April, 2018.

### **BOARD MEETINGS:**

The Director of Company met at Regular interval with the gap between two meeting not exceeding 120 days to take a view of the Company's Policies and strategies apart from the Board Matters. The Notice of the Board Meeting was given well in advance to all the Directors of the Company.

During the year under the review, The Board of Director met Five 5 times and meetings of the Board of Directors were held on following dates

<b>Sr. No</b>	<b>Date Of Board Meeting</b>
1	30 <sup>th</sup> May, 2018
2	30 <sup>th</sup> July, 2018
3	03 <sup>rd</sup> November, 2018
4	27 <sup>th</sup> November 2018
5	01 <sup>st</sup> March, 2019

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

- i. Your Directors have followed the applicable accounting standards along with proper explanation relating to material departure, if any, while preparing the annual accounts;
- ii. Your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year and of the Loss of the Company for the period;
- iii. Your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. Your Directors have prepared the annual accounts on a going concern basis.
- v. They have laid down internal financial controls with reference to financial statements in the company were operating effectively.
- vi. The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **EXTRACT OF THE ANNUAL RETURN U/S 92(3) OF THE ACT AS PER FORM MGT-9:**

Extract of the Annual Return as per Form MGT-9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 for the Financial Year 2018-19 has been enclosed with this report as **Annexure-I**.

### **AUDITORS:**

M/s. Vipul I. Suthar & CO., Chartered Accountant, Ahmedabad, were appointed as Statutory Auditors of the company at Annual general meeting held on 30<sup>th</sup> September, 2015 for a period of 5 years for a term of five consecutive years.

The Members may note that consequent to the recent changes in the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 by the Ministry of Corporate Affairs (MCA) vide notification dated May 7, 2018, the proviso to Section 139(1) of the Companies Act, 2013 read with explanation to sub-rule 7 of Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the