



Notice of Annual General Meeting

Notice is hereby given that the 33rd Annual General Meeting of the members of M/s Machino Plastics Limited will be held on Saturday, the 1st September, 2018, at 11.00 a.m. at GIA House, IDC Opp. - Sector-14, Mehrauli Road, Gurgaon - 122001 (Haryana), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2018, Profit and Loss Account and Cash Flow Statement for the year ended on that date and report of auditors and directors thereon and to pass following resolution as an Ordinary Resolution.

“RESOLVED THAT financial statements of the company as on 31st March, 2018 which includes the Balance Sheet as on 31st March, 2018, Profit and Loss Account and Cash Flow Statement of the company for the financial year 2017-18 along with the Directors’ Report and Auditors’ Report thereon be and is hereby received, considered, approved and adopted.”

2. Declaration of dividend on equity shares: To consider and, if thought fit, to pass following resolution as an Ordinary Resolution:

“RESOLVED THAT dividend @ 10% for the financial year ended on 31.03.2018 being Re. 1/- on the equity shares of Rs. 10/- each to be paid to:

- a. Those members whose names appear on the register of members of the company on 1st September, 2018; and
- b. Those whose names appear as beneficial owners as at the close of business on 1st September, 2018, as per the details to be furnished by National Securities Depositories Limited and Central Depositories Services (India) Limited.”

3. To appoint the auditors of the company: To consider and, if thought fit, to pass following resolution as an Ordinary Resolution with such modification as may be deemed fit:

“RESOLVED THAT M/s. KMGS & Associates, Chartered Accountants (Firm Registration Number - 004730N), the retiring auditors be re-appointed as Auditors of the Company pursuant to section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and such other applicable provision for the time being in force, if any,

of the Act and Rules framed thereunder, to hold office for a period of five years from 28th July, 2017 being the date of their appointment and up to the conclusion of fifth Annual General Meeting at such remuneration as may be mutually decided between the company and the auditor.”

4. To appoint a director in place of Mr. A.K. Tomer who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a director in place of Mr. Sanjiv Jindal who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provision of section 2(54), 2(78), 2(94), 188, 196, 197, 200, 203 and all other applicable provisions of the Companies Act, 2013 read with schedule V of the Companies Act 2013 and all other applicable provisions of all the acts and rules in force and subject to such other approval as may be necessary, approval of members be and hereby accorded for re-appointment of Mr. Aditya Jindal as an Executive Director (Manesar Plant) of the Company for a period of three years with effect from 1st February, 2019

REMUNERATION:

Basic Salary: Rs 4,50,000/- per month. Besides the above he shall be entitled to 1% commission on net profit as per Companies Act, 2013 and reimbursement of entertainment expenses, telephone/mobile expenses, travel expense and car running and maintenance expenses and such other expense as may be required to be incurred in the course of legitimate business of the company. He shall also be entitled to provident fund, earned/privilege leaves, gratuity and other retirement benefits as per the rules of company and as may be permitted in law and in accordance with schedule-V of the Companies Act, 2013 or such other remuneration as may be permissible under law.

MINIMUM REMUNERATION:

The members approval is accorded that in the event of absence or inadequacy of profits, Mr. Aditya

Jindal shall be paid above remuneration as minimum remuneration notwithstanding any limits specified under schedule-V of the Companies Act 2013 or any other law and including any statutory modifications thereof for the time being in force or such other remuneration as may be permissible under the law from time to time.”

“**RESOLVED FURTHER THAT** in the event of any other relaxation in the guidelines or ceilings on managerial remuneration or otherwise, the Board of Directors of the Company or any committee thereof such as Nomination and Remuneration Committee, be and is hereby authorized to increase the remuneration and/or perquisites to the Executive Director in its absolute discretion, within such guidelines or ceilings and such approvals as may be necessary, and the consent of the members of the company as may be required under various applicable provisions of the Companies Act, 2013 as amended from time to time, be and is hereby granted.”

“**RESOLVED FURTHER THAT** the Managing Director or any Director or Company Secretary be and is hereby authorized, individually, to do and perform all such acts, deeds and things as may be considered desirable or expedient to give effect to this resolution.”

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

“**RESOLVED THAT** Mr. Kazunari Yamaguchi (DIN – 07961388) who was appointed as an additional director of the company by the board of directors w.e.f. 28th February, 2018 and who holds the office up to the date of this Annual General Meeting pursuant to section 161 of the Companies Act, 2013 read

with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable laws and in respect of whom the company has received the notice under section 160 of the Companies Act, 2013 be and is hereby appointed as a director of the Company, being liable to retirement by rotation.

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

“**RESOLVED THAT** pursuant to the provision of section 188 of the Companies Act, 2013(“Act”) read with the Companies (Meeting of the Board and its Powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Policy on materiality of related parties’ transaction and all other Act and Rules for the time being in force as may be applicable on the company, the approval of the members be and is hereby accorded for such related parties transactions as requiring company approval for the purchase/ sale of goods or services, advances resulting in debit or credit balances in the books of the company for an annual sum of Rs. 3 crore for financial year 2017-18, 2018-19 and each of subsequent years for Grandmaasters Mold Ltd. and Rs. 50 crore in case of Suzuki Motor Gujarat Private Ltd. for the year 2017-18, 2018-19 and each of subsequent years and for others up to 200% of total value of transaction made during the financial year 2017-18 for the year 2018-19 and each of the succeeding years, unless specified differently, elsewhere and that this approval covers all such approvals as may be required under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such laws and regulations as may be applicable to the company for the financial year 2017-18, 2018-19 and thereafter for each financial year.

Particulars of transactions with related parties entered during the period of 01.04.2017 to 31.03.2018

| NAME OF RELATED PARTY | NATURE OF TRANSACTION | AMOUNT (RS.) |
|---------------------------------|------------------------------|---------------------|
| RECEIVABLES | | |
| Maruti Suzuki India Limited | Sale of Goods/Moulds | 3,440,971,560 |
| Suzuki Motor Gujarat Pvt Ltd | Sale of Goods | 88,687,065 |
| Suzuki Motorcycle India Pvt Ltd | Sale of Goods | 2,539,013 |
| Grandmaasters Mold Limited | Sale of Raw Material | 3,066,408 |



| NAME OF RELATED PARTY | NATURE OF TRANSACTION | AMOUNT (RS.) |
|--|---|--------------|
| PAYABLES | | |
| Maruti Suzuki India Limited | Payment of Cash Discount | 1,178,864 |
| Maruti Suzuki India Limited | Excise duty (on FOC material) | 2,046,993 |
| Maruti Suzuki India Limited | Dividend | 1,883,400 |
| Suzuki Motor Corporation | Dividend | 1,883,400 |
| Machino Polymers Limited | Purchase of Raw Material | 792,860,105 |
| Machino Transport Private Limited | Dividend | 2,833,626 |
| Grandmaastters Mold Limited | Purchase of Moulds/Goods & Conversion Charges | 20,753,335 |
| Mr. Sanjiivv Jindall | Remuneration | 6,691,200 |
| | Commission | 318,000 |
| | Dividend | 1,123,604 |
| Ms. Sarita Jindal | Salary | 594,000 |
| | Dividend | 1200 |
| Mr. Aditya Jindal | Salary | 6,048,000 |
| | Commission | 318,000 |
| | Dividend | 1,298,802 |
| Mr. M.D. Jindal | Dividend | 174 |
| Ms. Kamla Jindal | Dividend | 2 |
| Mr. Surya Kant Agrawal | Remuneration | 4,113,289 |
| OUTSTANDING BALANCE AS ON 31st March, 2018 | | |
| Maruti Suzuki India Limited | Receivable | 359,683,378 |
| Suzuki Motorcycle India Pvt Ltd | Receivable | 181,637 |
| Suzuki Motor Gujarat Pvt Ltd | Receivable | 4,390,051 |
| Machino Polymers Limited | (Payable) | (21,800,078) |
| Grandmaastters Mold Limited | (Payable) | (1,277,647) |
| Mr. Aditya Jindal | (Payable) | (318,000) |
| Ms. Kamla Jindal | (Payable) | (330,000) |
| Mr. Sanjiivv Jindall | (Payable) | (318,000) |

By order of the Board of Directors

Sd/-

Sanjiivv Jindall

Chairman cum Managing Director

Place : Gurgaon
Date : 30th May, 2018

NOTES

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

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and same person shall not act as proxy for any other person or shareholder.

The instrument appointing a proxy should be deposited at the company's registered office, not less than 48 hours before the time for holding the aforesaid meeting. A proxy does not have the right to speak at the meeting and can vote only on a poll.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
4. 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.
5. All documents referred to, in the accompanying notice and explanatory statement, are open for inspection at the registered office of the company on all working days, during regular business hours and shall also be available at the meeting.
6. The register of members and share transfer books of the company will remain closed on 1st September, 2018.
7. All unclaimed dividend declared up to the financial year ended March 31, 2010 have been transferred to the Investor Education and Protection fund established under Section 125C of Companies Act, 2013 read with The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Members who have not so far claimed or collected their dividend declared up to the financial year are requested to claim such dividend from

Registrar of Companies, NCT of Delhi & Haryana, 4th Floor, IFCI Tower, Nehru Place, New Delhi-110019.

Dividend for the financial year ended March 31, 2011 and thereafter, which remain unpaid or unclaimed for a period of seven years from the date they became due for payment will be transferred by company to Investor Education & Protection Fund. Members who have not so far encashed dividend warrant(s) for aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the company/ Registrar immediately.

8. Members are requested to notify immediately any change in their address along with PIN code numbers to the company or the share transfer agent of the company (M/s Alankit Assignments Limited, 1E/13, Jhandewalan Extension, New Delhi-110055).
9. Individual shareholders can take the facility of nomination. For further detail in this regard shareholders may contact Share Transfer Agent or their respective depository participant.
10. The shares of the company are transacted in compulsory dematerialize form. Shareholders are requested to convert their shares in Demat format at the earliest possible.
11. Members are requested to quote their Demat account / folio no. in all correspondence with the company.
12. MCA (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allows service of documents to shareholders through electronic mode. Thus companies can now send various documents i.e. Notices convening General Meetings, Audited Financial Statements, Directors' Report, and Auditors' Report etc. to its shareholders through electronic mode to the registered e-mail addresses of shareholders.

Members who wish to have Annual Report and other notices, communication in electronic mode may register their e-mail addresses with Alankit Assignments Ltd., Registrar and Transfer Agent of the Company at alankit@alankit.com or with Machino Plastics Ltd. at sec.legal@machino.com, giving their consent to accept delivery in electronic form as above.

The Annual Report and other communication sent electronically will be displayed on Company's website www.machino.com and will also be available for inspection at the registered office of the company during the office hours.



13. As per SEBI circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013, which encourages usage of electronic modes of payment i.e., ECS/ NECS/NEFT, etc. for making cash payments to the investors. Therefore the investors are requested to provide/update their bank account details with Registrar and Transfer Agent, Alankit Assignments Limited, Alankit House, 1E/13 Jhandewalan Extension, New Delhi, 110055 at alankit@alankit.com or with Machino Plastics Ltd. at sec.legal@machino.com so that dividend can be remitted to the credit of their bank account through ECS facility, provided such facility is available in your locality.

14. 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, read with Secretarial Standard on General Meetings, the Company is pleased to provide members' facility to exercise their right to vote on resolutions proposed to be considered at the 33rd Annual General Meeting (AGM) by electronic means and the business may 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 Annual General Meeting ("AGM") ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. 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.
- III. 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.
- IV. The remote e-voting period commences on 29th August, 2018 and ends on 31st August, 2018. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 25th August, 2018, 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 a member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

1. Open email and open PDF file viz; "**Machino Plastics Limited remote e-voting.pdf**" with your Client ID (In case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
3. Click on Shareholder - Login
4. Put user ID and password as initial password noted in step (i) above. Click Login.
5. Password change menu appears. Change the password 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.
6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
7. Select "EVEN" of "Machino Plastics Limited".
Note: e-voting shall not be allowed beyond said time.
8. Now you are ready for remote e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are

also 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 atimakhanna@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)

USER ID

PASSWORD/PIN

(ii) Please follow all steps from Sl. No. 1 to Sl. No. 12 above, to cast vote.

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 on 25th August, 2018.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 25th August, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or jsingla@alankit.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 forgot 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 member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. 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.

XIII. Ms. Atima Khanna, Practicing Company Secretary, Proprietor of M/s. A. K. & Associates, 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.

XIV. 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.

XV. 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 two 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.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.machino.com immediately 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.

Explanatory Statement to item no. 6

Mr. Aditya Jindal, Executive Director cum Chief Financial Officer of the company was appointed as an Executive Director (Manesar Plant) of the company for a period of



three years w.e.f. 01.02.2016.

In view of various changes in the Companies Act, 2013, the Nomination and Remuneration Committee and the Board of Directors in their meetings held on 30th May, 2018 approved the re-appointment and remuneration of Mr. Aditya Jindal, Executive Director for period of three years w.e.f. 01.02.2019.

Your directors recommend the special resolution as set out in item no. 6 for your approval.

Except Mr. Sanjiivv Jindall, Chairman cum Managing Director who is related to Mr. Aditya Jindal and Mr. Aditya Jindal himself, no other director is interested in this resolution.

STATEMENT GIVING INFORMATION REQUIRED UNDER PART II, SECTION II (IV) TO THE SCHEDULE V OF THE COMPANIES ACT, 2013 FOR PAYMENT OF REMUNERATION TO MR. ADITYA JINDAL, EXECUTIVE DIRECTOR

I. GENERAL INFORMATION:

1. Nature of Industry

Your Company is engaged in the manufacture of plastic injection moulded automotive components such as Bumpers, Instrumental panels, grills etc. as original equipments and for spare parts markets mainly for Maruti Suzuki India Ltd. (MSIL). The Company also manufactures automotive parts for VE Commercial Vehicles Ltd. (VECV), Suzuki Motor Cycle India Private Limited, Mikuni India Private Limited etc.

2. Date or expected date of commencement of commercial production

The Company is already in production since Dec, 1987.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable, as the Company is an existing one.

4. Financial performance based on given indicators (Rs. In Lacs)

| | 2016-17 | 2017-18 |
|--|----------------|----------------|
| Income from operations (Net of Excise/GST) | 25919.92 | 30594.32 |
| Profit before tax | 962.31 | 177.57 |
| Dividend | 122.74 | 61.37 |

5. Foreign investments or collaborators, if any.

The Company is having financial collaboration with M/s Suzuki Motor Corporation, Japan, who holds 15.35% of the total equity of the Company.

II. INFORMATION ABOUT THE APPOINTEE i.e., MR. ADITYA JINDAL

1. Background Details:

Mr. Aditya Jindal, the Executive Director aged 31 years, has completed his Bachelor of Science in Chemical Engineering from University of Michigan, Ann Arbor. He joined the company in 2009 as Vice President.

2. Past Remuneration

The salary being paid to Mr. Aditya Jindal, from 1st February, 2016 was Rs. 4,50,000/- per month along with provident fund and other retirement benefits as per schedule V.

3. Recognition and Awards

Mr. Aditya Jindal is an able and successful entrepreneur under whose leadership the Company could achieve and maintain impeccable operational standards.

The Company has got various awards from Maruti Suzuki India Ltd. and VECV on various occasions for different categories during his tenure. Company has successfully obtained ISO 14001, ISO/TS 16949 and OHSAS 18001.

4. Job Profile and his suitability

The job profile of the Executive Director of the Company includes day to day operations, overall supervision and control of the Company's activities and in particular to attend all matters concerning production planning, manufacture, finance, administration and such other duties and services as entrusted by the Board of Directors.

The executive director is a leadership role for an organization and often fulfills a motivational role in addition to office-based work. Executive directors motivate and mentor members, staff, and may chair meetings. The executive director leads the organization and develops its organizational culture.

5. Remuneration proposed

Basic Salary : Rs. 4, 50,000/- per month. Besides the above he shall be entitled 1% commission on net profit as per the Companies Act, 2013 and reimbursement of entertainment expenses, telephone/mobile expenses, travel expense and

car running and maintenance expenses and such other expenses as may be required to be incurred in the course of legitimate business of the company. He shall also be entitled to provident fund, earned/privilege leaves, gratuity and other retirement benefits as per the rules of the company and as may be permitted in law and in accordance with schedule V of the Companies Act, 2013.

D. OTHER TERMS AND CONDITIONS

In the event of absence or inadequacy of profits, the Executive Director shall be paid above remuneration as minimum remuneration notwithstanding any limit specified under schedule-V of the Companies Act, 2013 or any other law and including any statutory modifications thereof for the time being in force or such other remuneration as may be permissible under law from time to time.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration proposed to be paid to the Executive Director is comparable with other joint venture companies of MSIL and industry.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Except for the remuneration as Executive Director and his shareholding, the appointee is also a director in M/s. Grandmaastters Mold Limited (GML), a mould and spares supplier to the company. His mother Mrs. Sarita Jindal is an employee of the company at a remuneration of Rs. 49,500/- p.m. His father Mr. Sanjiivv Jindall is a Chairman cum Managing Director of the company at a salary of Rs. 5,00,000/- p.m.

III. OTHER INFORMATION

1. Reason of loss or inadequate profits
The expenses have increased due to expansion.
2. Steps taken or proposed to be taken for the improvement.
The Company is making efforts for cost reduction and on increasing business.
3. Expected increase in productivity and profits in measurable terms.

The Company is expecting to increase its productivity and profits by making full utilization of its under-utilized machineries.

IV. DISCLOSURES:

1. The following disclosures shall be mentioned in the Board of Director's Report under the heading 'Corporate Governance', attached to the annual report:-

- a. All elements of remuneration package such as salary, benefits and perquisites etc. of all the directors.

Necessary particulars of remuneration under required heads and sitting fees of all the Directors are given in Corporate Governance Report forming part of the Directors' Report for the year 2017-18.

Explanatory Statement to item no. 7

Mr. Kazunari Yamaguchi (DIN – 07961388) has been appointed as an additional director of the company by the Board of Directors on 28th February, 2018. According to provisions of the section 161 of the Companies Act, 2013, he holds office till the date of ensuing Annual General Meeting of the company.

The Company has received a notice in writing from a shareholder, signifying his intention to propose his name as a candidate for the office of director.

Mr. Kazunari Yamaguchi is the nominee director on the Board of the company on behalf of Suzuki Motor Corporation, Japan. The Board recommends the resolution for approval of the members.

None of the directors, Key Managerial Personnel of the company except Mr. Kazunari Yamaguchi himself is interested in the resolution.

Explanatory Statement to item no. 8

With the notification from the Ministry of Corporate Affairs, the provisions related to section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, is applicable on your Company which requires the approval in the General Meeting of the Company for entering in to specified related parties transaction exceeding the prescribed threshold and not meeting exemption criteria.

Your company is mainly having the business with the following related parties:

Name - Maruti Suzuki India Limited, Suzuki Motor Corporation, Suzuki Motor Gujarat Private Limited, Grandmaastters Mold Limited and Machino Polymers Limited



Name of the director or key managerial personnel who are related to above names parties are -

Mr. Sanjivv Jindall, Chairman cum Managing Director of the company

Mr. R. L. Gaggar, Director of the Company

Mr. Aditya Jindal, Executive Director cum Chief Financial Officer of the company

Mr. A K Tomer, Maruti Suzuki India Limited as a Nominee Director

Mr. Kazunari Yamaguchi, Suzuki Motor Corporation as a Nominee Director

Nature of relationship- Maruti Suzuki India Limited and Suzuki Motor Corporation are associate company and your company is a joint venture company of Maruti Suzuki India Limited , Suzuki Motor Corporation and Jindal' since its inception

Machino Polymers Limited - is a promoter group company of your company's promoters.

Grandmaastters Mold Limited - is a promoter group company of your company's promoters.

Material term of entering to the transaction with the following related parties:

1. Purchase of raw material by Machino Plastics Limited from Machino Polymers Limited: Prices of raw material purchased form Machino Polymers Limited is settled by Maruti Suzuki India Limited and the same price is also approved for other vendors of Maruti Suzuki India Limited by MSIL.
2. Sale of goods by Machino Plastics Limited to Maruti Suzuki India Limited: The business is awarded to the

vendor by following the bidding process and on the basis of best quotation received and on following the principle of cost, quality and delivery.

3. Purchase of parts, moulds and conversion charges by Grandmaastters Mold Limited: Your Company has adopted cost plus method. Grandmaastters Mold Limited provides parts, jobwork and moulds for the machinery as per the specifications provided by the unrelated original equipment supplier. The amount paid is as per purchase order where rates are assessed by such unrelated original equipment supplier.
4. Sale of goods by Machino Plastic Limited to Suzuki Motor Gujarat Private Limited: The business is awarded to the vendor by following the bidding process and on the basis of best quotation received and on following the principle of cost, quality and delivery.
5. Every transaction is executed on the basis of purchase orders received from either parties and the payment term is same as per the company policy for the rest of its vendors.
6. Except payment of dividend to Suzuki Motor Corporation there is no other material transaction with it, as it holds 15.35% of the share capital of the company. However company supplies auto parts to Suzuki Motorcycles India Private Limited and Suzuki Motor Gujarat Private Limited, group companies of Suzuki Motor Corporation.

Mr. Sanjivv Jindall, Mr. R.L. Gaggar, Mr. A. K. Tomer, Mr. Kazunari Yamaguchi, and Mr. Aditya Jindal be deemed interested in their respective related party transactions.

Information to Shareholders in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with reference to appointment/reappointment of directors)

| Director | Brief Resume | Hold Directorship in other Co's | Membership in Committee | Shares Held |
|-------------------|--|---|--|-------------|
| Mr. Aditya Jindal | Mr. Aditya Jindal, the Executive Director cum Chief Financial Officer aged 31 years, has completed his Bachelor of Science in Chemical Engineering from University of Michigan, Ann Arbor. | Machino Transport Pvt Limited Grandmaastters Mold Limited Pranna Plastics Limited Machino Plastics Becharaji Limited | Risk Management Committee Share Transfer Committee (Above mentioned membership is in Machino Plastics Limited) | 6,49,401 |

MACHINO PLASTICS LIMITED

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|------------------------|--|---|--|--------|
| Mr. Kazunari Yamaguchi | Mr. Kazunari Yamaguchi, aged 55 years, is Graduated from Department of Agricultural Engineering, Faculty of Agriculture, Kagoshima university in May 1986. He was appointed in the meeting of board of directors of the company held on 28 th February, 2018 and he is not related to director, manager and key managerial personnel of the company. Being a nominee director of Suzuki Motor Corporation, he does not receive any sitting fee or remuneration from the company. | Maruti Suzuki India Limited | Risk Management Committee (Above mentioned membership is in Maruti Suzuki India Limited) | Nil |
| Mr. A. K. Tomer | Mr. A.K Tomer, aged 59 years, is a B. Tech, Mechanical Engineer. He has more than 26 years of experience in the field of quality assurance in Automobile Industry. He was appointed in the board on 13.10.2007 and is nominee of Maruti Suzuki India Limited. He is not related to director, manager and key managerial personnel of the company. During 2017-18, he attended three board meetings of the company. Being a nominee director of Maruti Suzuki India Limited, he do not receive any sitting fee or remuneration from the company. | None | None | Nil |
| Mr. Sanjiivv Jindall | Mr. Sanjiivv Jindall, the Managing Director aged 61 years, has completed his Doctorate (Ph.D) from Pacific Western University, U.S.A in Marketing and MBA in Marketing from International Management Institute, Delhi and is a commerce graduate from St. Xavier's College, Calcutta. He has rich experience in the field of plastic moulding and marketing and is associated with the company since its inception. | Grandmaastters Mold Ltd. Machino Techno Sales Ltd.* Pranna Plastics Ltd. Machino Transport Pvt. Ltd. | Audit Committee Nomination and Remuneration Committee Stakeholder Relationship Committee Share Transfer Committee Risk Management committee (Above mentioned membership is in Machino Plastics Limited) | 561802 |

*Resignation of Director: Mr. Sanjiivv Jindall, the director of Machino Techno Sales Ltd has resigned from the office of a director with effect from 21.08.2017

By order of the Board of Directors

**Place : Gurgaon
Date : 30th May, 2018**

**Sd/-
Sanjiivv Jindall
Chairman cum Managing Director**