



Notice of Annual General Meeting

Notice is hereby given that the 32nd Annual General Meeting of the members of Machino Plastics Limited will be held on **Friday, the 28th July, 2017, 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, 2017, Profit and Loss Account and Cash Flow Statement for the year ended on that date and report of auditors and directors thereon.

“RESOLVED THAT financial statements of the company as on 31st March, 2017 which includes the Balance Sheet as on 31st March, 2017, Profit and Loss Account and Cash Flow Statement of the company for the financial year 2016-17 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 @20% for the financial year ended on 31.3.2017 being Rs. 2/- on the equity shares of Rs. 10/- each be paid to:

- a. Those members whose names appear on the register of members of the company on 28th July 2017; and
- b. Those whose names appear as beneficial owners as at the close of business on 28th July, 2017, 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(s) as may be deemed fit:

“RESOLVED THAT M/s. KMGS & Associates, Chartered Accountants (Firm Registration Number – 004730N) be 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 provisions for the time being in force, if any, of the Act and Rules framed thereunder, to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company at such remuneration as may be mutually decided between the company and the auditor”

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

SPECIAL BUSINESS

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

“RESOLVED THAT Mr. Haruyuki Kawase (DIN - 07505348) who was appointed as an additional director of the company by the Board of Directors w.e.f. 5th August, 2016 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.

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 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,

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advances resulting in debit or credit balances in the books of the company for an annual sum of Rs. 2 crore for financial year 2016-17, 2017-18 and each of subsequent year for Grandmaastters Mold Ltd. and Rs. 50 crore in case of Suzuki Motor Gujarat Private Ltd. for the year 2016-17, 2017-18 and each of subsequent years and for others upto 200% of total value of transaction made during the financial year 2016-17 for the year 2017-18 and

each of the succeeding financial 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 2016-17, 2017-18 and thereafter for each financial year.

Particulars of transactions with related parties entered during the period of 01.04.2016 to 31.03.2017

Name of Related Party	Nature of Transaction	Amount (Rs.)
Receivables		
Maruti Suzuki India Limited	Sale of Goods/Moulds	2,838,266,373
Suzuki Motor Gujarat Private Limited	Sale of Goods	12,077,003
Suzuki Motorcycle India Private Limited	Sale of Goods	4,083,616
Grandmaastters Mold Limited	Sale of Raw material	2,003,538
	Others	34,180
Payables		
Maruti Suzuki India Limited	Payment of Cash Discount	6,793,711
	Excise Duty (on FOC material)	966,153
	Dividend	941,700
Suzuki Motor Corporation	Dividend	941,700
Machino Polymers Limited	Purchase of Raw Material	668,537,546
Machino Transport Private Limited	Dividend	1,416,813
Grandmaastters Mold Limited	Purchase of Moulds/Goods & Conversion Charges	11,274,761
Mr. Sanjiivv Jindall	Remuneration	6,691,200
	Dividend	559,202
Ms. Sarita Jindal	Salary	594,000
	Dividend	600
Mr. Aditya Jindal	Salary	6,410,290
	Commission	1,094,000
	Dividend	649,401
Mr. M.D. Jindal	Dividend	2,687
Ms. Kamla Jindal	Rent	330,000
	Dividend	1
Mr. Suryakant Agarwal	Remuneration	3,743,619



Outstanding Balance as on 31st March 2017		
Maruti Suzuki India Limited	Receivable	293,138,847
Suzuki Motorcycle India Private Limited	Receivable	522,390
Suzuki Motor Gujarat Private Limited	Receivable	7,656,702
Machino Polymers Limited	(Payable)	(2,753,263)
Grandmaastters Mold Limited	(Payable)	(259,477)
Mr. Aditya Jindal	(Payable)	(1,094,000)
Ms. Kamla Jindal	(Payable)	(330,000)

By order of the Board of Directors

Sd/-

Place : Gurgaon
Date : 26th May, 2017

Sanjiivv Jindal
Chairman cum Managing Director

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 28th July, 2017.
7. All unclaimed dividend declared up to the financial year ended March 31, 2009 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, 2010 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 rta@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 ra@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 32nd 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 25th July, 2017 and ends on 27th July, 2017. During this

period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 21st July 2017, 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 21st July 2017.

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. 21st July 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or jksingla@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 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.

XII. 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.

XIII. 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.

XIV. 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.

- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.machino.com 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. 5

Mr. Haruyuki Kawase (DIN – 07505348) who was appointed as an additional director of the company by the Board of Directors on 5th August 2016. 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 Mr. Haruyuki Kawase as a candidate for the office of director.

Mr. Haruyuki Kawase 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. Haruyuki Kawase himself is interested in the resolution.

EXPLANATORY STATEMENT TO ITEM NO. 6

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. Sanjiiv 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. Haruyuki Kawase, 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 from 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

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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 Motorcycle India Private Limited and Suzuki Motor Gujarat Private Limited, group companies of Suzuki Motor Corporation.

Mr. Sanjivv Jindal, Mr. R.L. Gaggar, Mr. A. K. Tomer, Haruyuki Kawase, 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. Haruyuki Kawase	Mr. Haruyuki Kawase, aged 56 years was appointed in the meeting of the Board of Directors of the company held on 05 th August, 2016 and he is not related to any director, manager and key managerial personnel of the company. During the year 2016-17, he attended three board meetings of the company. Being a nominee director of Suzuki Motor Corporation, he do not receive any sitting fee or remuneration from the company	None	None	Nil
Mr. A.K Tomer	Mr. A.K Tomer, aged 58 years, is a B. Tech, Mechanical Engineer. He has more than 25 years of experience in the field of quality assurance in Automobile Industry. He was appointed in the board on 13.10.2009 and is nominee of Maruti Suzuki India Limited. He is not related to director, manager and key managerial personnel of the company. During 2016-17, he attended four 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. Aditya Jindal	Mr. Aditya Jindal, the Executive Director cum Chief Financial Officer aged 30 years, has completed his Bachelor of Science in Chemical Engineering from University of Michigan, Ann Arbor.	Machino Transport Private Limited Grandmaastters Mold Limited Pranna Plastics Limited	Risk Management Committee Share Transfer Committee (Above mentioned membership is in Machino Plastics Limited.)	649,401