



## Corporate Information

### Board of Directors

M. D. Jindal	Chairman
Sanjivv Jindall	Vice Chairman cum Managing Director
Masayuki Kamiya	Director
(Representative of Suzuki Motor Corporation, Japan)	
A. K. Tomer	Director
(Representative of Maruti Suzuki India Ltd.)	
R. Krishnan	Independent Director
R. L. Gaggar	Independent Director
G. C. Dwivedi	Independent Director
S. Balasubramanian	Independent Director

### Bankers

The Bank of Tokyo-Mitsubishi UFJ Limited, Jeevan Vihar Building, 3, Parliament Street, New Delhi  
 Allahabad Bank, 3<sup>rd</sup> Floor, 17, Parliament Street, International Branch, New Delhi  
 Axis Bank, DLF Branch, Gurgaon  
 Kotak Mahindra Bank Limited, Ambadeep Building, KG Marg, New Delhi

### Statutory Auditors

Goel Garg & Co.  
 Chartered Accountants,  
 18, National Park,  
 Lajpat Nagar,  
 New Delhi-110024  
 Ph.: 011-46539501

### Secretarial Auditor

A K & Associates  
 Company Secretary  
 B-14, Vasant Kunj Enclave,  
 New Delhi-110070  
 Mb.: 9873676963

### Cost Auditor

H.Tara & Co.  
 Cost Accountants  
 A-1-B/49-B, Paschim Vihar,  
 New Delhi-110063  
 Mb.: 9311959678

### Chief Financial Officer Cum Executive Director ( Not member of the Board)

Aditya Jindal

### General Manager (F) & Company Secretary

Surya Kant Agrawal

### Registered Office

Plot No. 3, Maruti Joint Venture Complex,  
 Udyog Vihar, Phase-IV,  
 Gurgaon-122015 (Haryana)  
 Ph: 0124-2341218, 2340806, 2346094, 2347601  
 Fax: 0124-2340692  
 Email: [sec.legal@machino.com](mailto:sec.legal@machino.com)

### Share Transfer Agent (For Demat & Physical Purpose)

Alankit Assignments Limited  
 2E/21, Jhandewalan Extension, New Delhi-110 055  
 Ph: 011-42541234, Fax: 011-23552001  
 Email: [rta@alankit.com](mailto:rta@alankit.com)

### Content

### Page No.

Corporate Information	1
Notice of Annual General Meeting	2-4
Notes	5-12
Directors' Report	13-16
Management Analysis & Discussion Report	17-18
Corporate Governance Report	19-32
Code of Conduct	33
CEO Certificate	34
Certificate	35
Independent Auditors' Report	36-40
Balance Sheet	41
Profit & Loss Account	42
Cash Flow	43
Significant Account Policies	44-45
Notes to Financial Statements	46-63

29<sup>th</sup> Annual General Meeting on Tuesday 12<sup>th</sup> August, 2014, at 11.30 am at GIA House, IDC Opp.-Sector-14, Mehrauli Road, Gurgaon-122001 (Haryana)

The Annual Report can be accessed at  
[www.machino.com](http://www.machino.com)

## Notice of Annual General Meeting

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the members of M/s Machino Plastics Limited will be held on **Tuesday**, the **12<sup>th</sup> August, 2014**, at **11:30 a.m.** at GIA House, IDC, Mehrauli Road, Gurgaon (Haryana), to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Profit and Loss Account for the year ended on that date and report of auditors and directors thereon.
2. To appoint the auditors of the company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the company and authorize the Board to fix their remuneration.
3.
  - i) To appoint a director in place of Mr. Masayuki Kamiya who retires by rotation and being eligible offers himself for re-appointment.
  - ii) To appoint a director in place of Mr. A. K. Tomer who retires by rotation and being eligible offers himself for re-appointment.
  - iii) To appoint a director in place of Mr. M. D. Jindal who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

4. 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(78), 2(94), 188, 196, 197, 198, 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 is hereby accorded for reappointment of Mr. Sanjivv Jindall, Managing Director of the company for a period of three years with effect from 1<sup>st</sup> April 2014 as per the terms and conditions mentioned below:

### REMUNERATION:

Basic Salary	: Rs. 4,80,000/- per month
House Rent Allowance (HRA)	: Rs. 20,000/- per month

Besides the above he shall be entitled for 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 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. Sanjivv Jindall 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.

**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 Managing 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.”

5. 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 provisions of section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and any other laws in force, the borrowing power limit of the Company be and is hereby fixed to Rs. 200 Crore.

**RESOLVED FURTHER THAT** the consent of the Company be and is hereby accorded in favour of the Board of Director to borrow monies up to the limit not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only) notwithstanding that the money to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) exceeds the aggregate of paid up share capital of the Company and its free reserves, that is to say, reserve not set apart for any specific purpose.

**RESOLVED FURTHER THAT** Mr. Sanjivv Jindall, Managing Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, desirable and/ or expedient to give effect to the above resolution.”

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** the consent of the Company be and is hereby accorded under the provisions of Section 180 (1) (a) of the Companies Act, 2013 and any other laws in force to the Board of Directors of the Company to mortgage and / or create charge on all or any of the immovable and / or movable properties of the Company, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company for securing loans up to a total amount of Rs. 200 Crores (Rupees Two Hundred Crores Only) for the purpose of the business of the Company and is further authorised to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the

Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.”

7. 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 section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder and any other laws in force read with schedule IV of the Companies Act, 2013 and other applicable provisions, if any, Mr. R. L. Gagar be and is hereby appointed as an Independent Director on the Board of the Company for the period of five consecutive years w.e.f 1<sup>st</sup> April, 2014, and that he shall not be liable to retire by rotation.”

8. 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 section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder and any other laws in force read with schedule IV of the Companies Act, 2013 and other applicable provisions, if any, Mr. G. C. Dwivedi be and is hereby appointed as an Independent Director on the Board of the Company for the period of five consecutive years w.e.f. 1<sup>st</sup> April, 2014, and that he shall not be liable to retire by rotation.”

9. 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 section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder and any other laws in force read with schedule IV of the Companies Act, 2013 and other applicable provisions, if any, Mr. R. Krishnan be and is hereby appointed as an Independent Director on the Board of the Company for the period of five consecutive years w.e.f 1<sup>st</sup> April, 2014, and that he shall not be liable to retire by rotation.”

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

## MACHINO PLASTICS LIMITED

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**“RESOLVED AS A SPECIAL RESOLUTION THAT** pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder and any other laws in force read with schedule IV of the Companies Act, 2013 and other applicable provisions, if any, Mr. S. Balasubramanian be and is hereby appointed as an Independent Director on the Board of the Company for the period of five consecutive years w.e.f. 1<sup>st</sup> April, 2014, and that he shall not be liable to retire by rotation.”

11. 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 all the applicable provisions of the Companies Act, 2013 and any other acts and rules in force, the consent of the members, be and is hereby accorded to the company for the transactions already done and to be entered into in future with all related parties such as Maruti Suzuki India Limited, Machino Polymers Limited, Suzuki Motorcycle India Limited and all

other related parties, names of which are given in annual report for financial year 2013-14 in related parties transaction disclosure, notwithstanding the value of transaction involved with these respective parties on year to year basis.

**RESOLVED FURTHER THAT** in the event of any other relaxation/amendments in the guidelines or ceilings or threshold of transactions to be entered with the related parties, the company be and is hereby authorised to enter into transaction with the related parties, irrespective of the value of transaction from time to time and the consent 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.”

**By order of the Board of Directors**

Sd/

**Place : Gurgaon  
Date : 26<sup>th</sup> May, 2014**

**Sanjivv Jindall  
(Managing Director)**



## NOTES

1. A MEMBER IS 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.  
  
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.
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 12<sup>th</sup> Aug, 2014.
7. All unclaimed dividend declared up to the financial year ended March 31, 2006 have been transferred to the General Revenue Account of the Central Government as required under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978. Members who have not so far claimed or collected their dividend declared up to the said financial year are requested to claim such dividend from Registrar of Companies, NCT of Delhi & Haryana, 4<sup>th</sup> Floor, IFCI Tower, Nehru Place, New Delhi-110 019.  
  
Dividend for the financial year ended March 31, 2007 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, 2E/21, 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 of the company.
10. The shares of the company are transacted in compulsory dematerialized 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, 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](mailto:rta@alankit.com) or with Machino Plastics Ltd. at [sec.legal@machino.com](mailto: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](http://www.machino.com) and will also be available for inspection at the registered office of the company during the office hours.
13. SEBI circular No. CIR/MRD/DP/10/2013 dated 21<sup>st</sup> March, 2013, 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 Assign-ments Limited, Alankit House, 2E/21 Jhandewalan Extention, New Delhi, 110055 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**

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

**A. In case of new users:**

1. Open the attached PDF file "**Machino Plastics e-Voting.pdf**" giving 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, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
2. Launch internet browser by typing the URL **<https://www.evoting.nsdl.com/>**
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of Machino Plastics Limited. Members can cast their vote online from 5<sup>th</sup> August, 2014 (9:00 am) till 7<sup>th</sup> August, 2014 (6:00 pm).

**Note:** e-Voting shall not be allowed beyond the said time.

8. Now you are ready for "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. 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 **[atimakhanna@gmail.com](mailto:atimakhanna@gmail.com)** with a copy marked to **[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)**.

**B. In case of existing users :**

1. Launch internet browser by typing the URL **<https://www.evoting.nsdl.com/>**
2. Click on "Shareholder - Login".
3. Put your existing User ID and password and Click Login.
4. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
5. Select "EVEN" of Machino Plastics Limited. Members can cast their vote online from 5<sup>th</sup> August, 2014 (9:00 am) till 7<sup>th</sup> August, 2014 (6:00 pm).

**Note:** e-Voting shall not be allowed beyond said time.

6. Now you are ready for "e-Voting" as "Cast Vote" page opens.
7. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.

8. 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 **[atimakhanna@gmail.com](mailto:atimakhanna@gmail.com)** with a copy marked to **[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)**.

**Please note that:**

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login ID and password can be used by



you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
  - Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; [www.icicidirect.com](http://www.icicidirect.com) for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website [www.icicidirect.com](http://www.icicidirect.com). Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.
- II. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following Telephone No.: 022-2499 4600.
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. 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).
- V. The e-voting period commences on 5<sup>th</sup> August, 2014 (9:00 am) and ends on 7<sup>th</sup> August, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15<sup>th</sup> July, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 15<sup>th</sup> July, 2014.
- VII. Miss Atima Khanna, Practicing Company Secretary (Membership No. A28463 and

Certificate of Practice No. 10296) sole proprietor of M/s A. K. Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.machino.com](http://www.machino.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

**Note: The username and password of the shareholders alongwith the printed attendance slip and proxy form can be downloaded from <https://www.evoting.nsdl.com> or from the website of the company at [www.machino.com](http://www.machino.com)**

## EXPLANATORY STATEMENTS :-

### EXPLANATORY STATEMENT TO ITEM NO. 4

Mr. Sanjiiv Jindall, the Managing Director of the Company was reappointed as Managing Director for a term of three years with effect from 01.04.2012.

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 26<sup>th</sup> May, 2014 approved the re-appointment and remuneration of Mr. Sanjiiv Jindall, Managing Director for period of three years w.e.f 1<sup>st</sup> April, 2014.

Your directors recommend the special resolution as set out in item no.4 for your approval.

Except Mr. M.D Jindal, who is related to Mr. Sanjiiv Jindall and Mr. Sanjiiv Jindall, himself, no other director is interested in this resolution.

## MACHINO PLASTICS LIMITED

### 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. SANJIIVV JINDALL, MANAGING DIRECTOR

#### I. GENERAL INFORMATION:

1. Nature of Industry

Your Company is primarily engaged in the manufacture of plastics injection moulded automotive components such as Bumpers, Instrumental panels, trims, 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, Mikuni India Ltd. 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

(Amount in Rs.)

	2013-14	2012-13
Income from operations (Net of Excise)	1,663,864,084	1,696,049,319
Profit before tax	(39,752,990)	(9,133,617)
Dividend	-Nil-	-Nil-

5. Foreign investments or collaborations, 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. SANJIIVV JINDALL

1. Background Details:

Mr. Sanjiivv Jindall, the Managing Director aged 56 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.

2. Past Remuneration

The salary and HRA being paid to Mr. Sanjiivv Jindall, from 1<sup>st</sup> April 2012 was Rs. 3,50,000/- per month as per schedule XIII. An application for salary and HRA of 5,00,000/- per month is pending with Central Government.

3. Recognition and Awards

An able and successful entrepreneur under whose leadership the Company could achieve and maintain impeccable operational standards.

The Company has got number one vendor ranking from its main customer namely MSIL for the month of April, 2013. The Company has got various awards from Maruti Suzuki India Ltd. and VECV on various occasions for different categories.

Company has successfully obtained ISO 14001, ISO/TS 16949 and OHSAS 18001.

4. Job Profile and his suitability

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

5. Remuneration proposed

Basic Salary : Rs. 4, 80,000/- per month

HRA : Rs. 20,000/- per month

Besides the above he shall be entitled for reimbursement of entertainment expenses, telephone/mobile expenses and car running and maintenance expenses 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 accordance with schedule V of the Companies Act, 2013.





#### D. OTHER TERMS AND CONDITIONS

In the event of absence or inadequacy of profits, the Managing 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 w.r.t. the country of his origin)

The remuneration proposed to be paid to the Managing 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 Managing Director and his shareholding, the appointee is also a director and substantial shareholder in M/s. Grandmaastters Mold Limited (GML), a mould and spares supplier to the company. His wife Mrs. Sarita Jindal is an employee of the company at a remuneration of Rs.49,500/- p.m. The company has taken on lease a house belonging to his mother Mrs. Kamla Jindal. The company is buying raw material from M/s Machino Polymers Limited where he is a director. His son Mr. Aditya Jindal is an Chief Financial Officer cum Executive Director (not being a member of the Board) of the company at a salary of Rs. 2,50,000/- p.m. His daughter Ms. Simta Jindal is Marketing Manager of the Company at salary of Rs. 60,000/- p.m.

The appointee is related to Mr. M. D. Jindal, Chairman of the Company, who is his father.

#### III. OTHER INFORMATION

1. Reason for loss or inadequate profits

The expenses have increased due to inflation whereas the volumes has not increased that much. As MSIL is the prime customer of the Company a decline/stagnation in the sales of MSIL directly affects the sales volume of the Company.

2. Steps taken or proposed to be taken for the improvement.

The Company is making efforts for cost reduction and on increasing non – Maruti 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 and reconsider sale price with its principle customer – Maruti Suzuki India Limited.

#### 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 2013-14.

#### Explanatory Statement to item no. 5

At the Annual General Meeting held by the Company held on 29<sup>th</sup> July, 2011, a resolution was passed by the shareholders authorizing the Board of Directors of the Company to borrow up to an amount of Rs. 200 Crores (Rupees Two Hundred Crores Only). With the notification by the Ministry of Corporate Affairs, the provisions related to section 180 (1) (c) is now applicable on the Company. Under section 180 (1) (c) of the Companies Act for borrowing power of more than the paid up capital and free reserve, the approval of the shareholders is required. Hence the Board recommends the resolution for your approval to meet the requirements of section 180 (1) (c) of the Companies Act, 2013.

None of the directors of the Company is interested in this resolution.

#### Explanatory Statement to item no. 6

At the Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2009, a resolution was passed by the shareholders authorizing the Board of Directors of the Company to mortgage and / or create charge on all or any of the immovable and / or movable properties of the Company, both present and future, or

the whole or substantially the whole of the undertaking or undertakings of the Company for securing loans up to a total amount of Rs. 100 Crores (Rupees One Hundred Crores Only) for the purpose of the business of the Company.

Now with the notification from the Ministry of Corporate Affairs, the provisions related to section 180 (1) (a) of the Companies Act, 2013 is applicable on your Company which requires the approval in the General Meeting of the Company to mortgage and / or create charge on all or any of the immovable and / or movable properties of the Company, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company for securing loans up to a total amount of Rs. 200 Crores (Rupees Two Hundred Crores Only) for the purpose of the business of the Company. Hence the Board seek your consent to enable them to create perfect security in favour of lenders.

None of the directors of the Company is interested in this resolution.

### **Explanatory Statement to item no. 7**

Mr. R. L. Gaggar is a practicing solicitor and Advocate of Hon'ble High Court of Kolkata for past 50 years. As per the provision of section 149 of the Companies Act, 2013 read with schedule IV of the Companies Act, 2013, an independent director is required to hold office for a term up to five consecutive years on the Board of the Company. The company has also received eligibility confirmation from Mr. R. L. Gaggar.

In the opinion of the Board of your company, Mr. R. L. Gaggar fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and that the proposed director is independent of the management.

The shareholders are requested to pass the resolution.

None of the directors except Mr. R. L. Gaggar himself is interested in the resolution.

### **Explanatory Statement to item no. 8**

Mr. G C Dwivedi is a B.E. (Mechanical Engineering) from Moti Lal Nehru Regional Engineering College, Allahabad University. He carries with him a long and vast experience of about 33 years in the field of management. As per the provision of section 149 of the Companies Act, 2013 read with schedule IV of the Companies Act, 2013, an independent director is required to hold office for a term up to five consecutive

years on the Board of the Company. The company has also received eligibility confirmation from Mr. G C Dwivedi.

In the opinion of the Board of your company, Mr. G C Dwivedi fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and that the proposed director is independent of the management.

The shareholders are requested to pass the resolution.

None of the directors except Mr. G C Dwivedi himself is interested in the resolution.

### **Explanatory Statement to item no. 9**

Mr. R. Krishnan is a M.A. in Economics. He is the founder President of the Institute of Company Secretaries of India and is a Fellow Member of the Institute. In addition, he is a Fellow Member of the Institute of Director and The Chartered Institute of Securities and Investment, UK.

He is a member of LLP Committee appointed by the Government of India.

He carries with him a long and vast experience of over 40 years into the field of Corporate Law and Corporate Management. Currently Mr. R. Krishnan is Managing Director of Associated VAT Reclaim Company LLP. Associated VAT Reclaim Company LLP is one of the largest players globally in VAT Reclaim. He is also on the board of Kitec Industries India Limited.

As per the provision of section 149 of the Companies Act, 2013 read with schedule IV of the Companies Act, 2013, an independent director is required to hold office for a term up to five consecutive years on the Board of the Company. The company has also received eligibility confirmation from Mr. R. Krishnan.

In the opinion of the Board of your company, Mr. R. Krishnan fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and that the proposed director is independent of the management.

The shareholders are requested to pass the resolution.

None of the directors except Mr. R. Krishnan himself is interested in the resolution.

### **Explanatory Statement to item no. 10**

Mr. S. Balasubramanian is a LLB from Delhi University and an associate member of ICAI, ICSI & ICWAI. He



is a member of Delhi High Court Bar Council and he has over 18 years of experience in the Company Law Board as a member, the Vice President including 12 years as Chairman. As per the provision of section 149 of the Companies Act, 2013 read with schedule IV of the Companies Act, 2013, an independent director is required to hold office for a term up to five consecutive years on the Board of the Company. The company has also received eligibility confirmation from Mr. S. Balasubramanian.

In the opinion of the Board of your company, Mr. S. Balasubramanian fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and that the proposed director is independent of the management.

The shareholders are requested to pass the resolution.

None of the directors except Mr. S. Balasubramanian himself is interested in the resolution.

#### **Explanatory Statement to item no. 11**

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 related parties transaction exceeding the prescribed threshold and exemption criteria.

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

**Name** – Maruti Suzuki India Limited, Suzuki Motor Corporation and Machino Polymers Limited

Name of the director or key managerial personnel who is related to –

- **Mr. Murli Dhar Jindal**, Chairman of the company
- **Mr. Sanjiivv Jindall**, Managing Director of the company
- **Mr. R. L. Gaggar**, Director of the Company

**Nature of relationship-** Maruti Suzuki India Limited and Suzuki Motor Corporation are associate companies and your company is a joint venture company of Maruti Suzuki India Limited and Suzuki Motor Corporation since its inception.

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

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

1. *Payment for purchase of raw material by Machino Plastics Limited from Machino Polymers Limited:* your company has adopted Comparable Uncontrolled Price Method. 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.
2. *Sale of goods by Machino Plastics Limited to Maruti Suzuki India Limited:* Maruti Suzuki India Limited uses Comparable Uncontrolled Price Method for determining the price of components/goods sold by Machino Plastics Limited. The business is awarded to the vendor by following the bidding process and on the basis of best quotation received.
3. 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.
4. 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 Limited, a group company of Suzuki Motor Corporation.

Mr. Murli Dhar Jindal, Mr. Sanjiivv Jindal, Mr. R.L. Gaggar, Mr. A. K. Tomer, Mr. Masayuki Kamiya and Mr. Aditya Jindal be deemed interested in the related party transaction.

**Information to Shareholders in pursuance of Clause 49 (IV) (G) of Listing Agreement with reference to appointment/reappointment of directors**

<b>Director</b>	<b>Brief Resume</b>	<b>Hold Directorship in other Co's</b>	<b>Membership in Committee</b>	<b>Shares Held</b>
Mr. Masayuki Kamiya	Mr. Masayuki Kamiya is a Mechanical Engineer with specialization in Welding Engineering. He is working at Gurgaon Unit of MSIL and has been associated for over 25 years with Suzuki Motor Corporation, Japan.	Maruti Suzuki India Limited	None	Nil
Mr. A.K Tomer	Mr. A. K. Tomer is a B. Tech-Mechanical Engineer. He has over 25 years of experience in the field of quality assurance in Automobile Industry.	None	None	Nil
Mr. M D Jindal	Mr. M D Jindal is an industrialist with rich experience of over 60 years in Automobile Industry. He is founder of the Company.	Machino Polymers Ltd. Machino Techno Sales Ltd. Machino Auto Comp Ltd. Machino Finance Pvt. Ltd. Machino Motors Pvt. Ltd. Rajiv Exports Industries Pvt. Ltd. Machino Transport Pvt. Ltd. Machino Media Pvt. Ltd. Machino Auto Comp Tooling Pvt. Ltd.	Machino Polymers Ltd.	2687
Mr. Sanjiiv Jindall	Mr. Sanjiiv Jindall, the Managing Director aged 56 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.	Grand Maastters Mold Ltd. Machino Polymers Ltd. Machino Techno Sales Ltd. Pranaa Plastics Ltd. Machino Transport Pvt. Ltd.	None	559202



## Directors' Report

The Members,

Your directors have pleasure in presenting the 29<sup>th</sup> Annual Report of the company together with audited statement of accounts for the financial year ended 31<sup>st</sup> March, 2014.

### FINANCIAL REVIEW:

Financial Performance	(Rs. In Lacs) 2012-13	(Rs. In Lacs) 2013-14
Turnover	19,651.74	<b>19,282.78</b>
Less Excise Duty	2,691.25	<b>2,644.13</b>
Net Turnover	16,960.49	<b>16,638.65</b>
Other Income/Prior Period Items	76.17	<b>43.31</b>
Profit/(Loss) before Depreciation, Tax	1,219.72	<b>921.13</b>
Less Depreciation	1,311.06	<b>1,318.66</b>
Profit/(Loss) before Taxation	(91.34)	<b>(397.53)</b>
Provision for Taxation(-)/Deferred Tax	(41.40)	<b>156.16</b>
Profit after Taxation/ Net Profit/(Loss)	(132.74)	<b>(241.37)</b>

### OPERATIONS:

During the year, your Company achieved a turnover of Rs 16,638.65 lacs as compared to Rs. 16,960.49 lacs in 2012-13 reflecting a fall of 1.9%.

Your company has acquired Land in Pithampur (Indore) and has started construction of the building to manufacture plastic moulding components. The Company is likely to commence its business from July, 2014.

### DIVIDEND:

For reason of abundant prudence and development and investment in Pithampur where your company is expanding; the board of directors of your Company has decided not to recommend any dividend.

### FOREIGN EXCHANGE:

Company has total foreign exchange earnings of Rs. 123.94 lacs during the relevant financial year which is primarily the payment received for mould from Volvo Truck Corporation for the parts to be made for them.

### DIRECTORS' RESPONSIBILITY STATEMENT:

In compliance with Section 217 (2AA) of the Companies Act, 1956 as amended by the Companies Amendment Act, 2000, the directors of your company subject to notes appended to accounts and auditors' report, confirm:

- That in preparation of annual accounts for the financial year ended 31<sup>st</sup> March, 2014, the applicable accounting standards have been followed and that there are no material departures.
- That such accounting policies have been selected and applied consistently and such judgments and estimates made are reasonable and prudent so as to give true & fair view of the state of affairs of the company at the end of the financial year as at 31<sup>st</sup> March, 2014 and of the profit of the Company for the year ended 31<sup>st</sup> March, 2014.
- That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- That the annual accounts have been prepared on a going concern basis.



## MACHINO PLASTICS LIMITED

### DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company Mr. A. K. Tomer, Mr. Masayuki Kamiya and Mr. M D Jindal retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment. Mr. R L Gaggar, Mr. G C Dwivedi, Mr. R Krishnan and Mr. S Balasubramanian, Independent Directors are seeking reappointment at the ensuing Annual General Meeting of the Company under section 149 of the Companies Act 2013 & other applicable laws, for a period of five years without being liable to retire by rotation.

### LISTING:

The Equity Shares of the company are listed at Bombay Stock Exchange. The company has paid listing fees to the stock exchange for the year 2014-15.

### STATUTORY AUDITORS:

M/s Goel Garg & Company, Chartered Accountants, the statutory auditors of the company retire at the ensuing Annual General Meeting of the company and being eligible, offer themselves for reappointment. The Company has received their certificate under section 141 of the Companies Act 2013.

### AUDITORS' REPORT:

Member's attention is drawn to the various observations made by the Statutory Auditors in their CARO Report. With regard to auditors observation under para (xvii) regarding the temporary use of funds raised on short-term basis, for long-term investment in fixed assets and loans and advances, it is informed that the company has incurred the losses and despite of this fact has met its repayment commitments of term borrowings in time without default, added fixed assets and hence the mismatch in term borrowings and fixed assets. The company shall strive to correct the anomaly in future.

### SECRETARIAL AUDIT REPORT:

There are no such observations in the Secretarial Audit Report which needs to be explained by your company.

### COST AUDITORS:

H. Tara & Co. has been appointed as Cost Auditors of the company for the Year 2013-14. The due date for

filing cost audit report for the year 2013-14 is 180 days from the end of financial year 2013-14.

### CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Reports on Corporate Governance and Management Analysis & Discussion Report have been included in this annual report as separate Annexure to the Directors' Report along with the Corporate Governance Compliance Certificate.

### DEPOSITS

Your company has not accepted any deposits u/s 58A of the Companies Act, 1956 & rules made there under.

### PARTICULARS OF EMPLOYEES

Details of employee of the company as specified by section 217(2A) of the companies Act, 1956 read with the Companies (Particulars of Employee) Rules, 1975 as amended by Companies (Particulars of Employees) Rules, 2002 are annexed hereto as Annexure-II and form part of the report.

### ADDITIONAL INFORMATION

Information pursuant to section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 is furnished hereunder:

#### A. CONSERVATION OF ENERGY

Continuous overhauling of equipments and awareness amongst employees has helped to avoid wastage of energy. New investments have been made to monitor consumption of energy at various levels.

Series of steps have been taken to identify areas of excess consumption of power and checks have been strengthened at these points.

Data regarding energy consumed is given hereunder:

Power & Fuel Consumption	2013-14	2012-13
1. Electricity		
(a) Purchase units/ co-generated	11,018,965	1,08,95,633
Total Cost (Rs. In lacs)	1,001.57	963.32
Rate per units	9.09	8.84



(b) Own Generation-D.G. Set		
Units generated	512,580	13,27,135
Fuel Cost (Rs. In Lacs)	79.55	-
Fuel cost per unit	15.52	11.70
2. Coal	NIL	NIL
3. Furnace Oil	NIL	NIL
4. Other / Internal generation	NIL	NIL

### B. TECHNOLOGY ABSORPTION

A statement giving details of technology absorption in accordance with the above Rules is annexed hereto as Annexure I and forms part of the Report.

### C. FOREIGN EXCHANGE EARNING & OUTGO

	Rs. In Lacs
Total foreign exchange earning (Primarily payment for mould received from Volvo Truck Corporation)	123.94
Total foreign exchange outgo	3,391.26

### ENVIRONMENT

The Company is not involved in any type of activity hazardous to environment and does not discharge any trade effluents (solid, liquid or gaseous)

causing pollutions. As an environment conscious responsible corporate citizen, your company has implemented GSCM (Green Supply Chain Management) standards and is ISO14001 certified holder. The company has also achieved ISO18001-OHSAS certification for occupational health and safety.

### ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation for the valuable co-operation and assistance extended by Maruti Suzuki India Ltd., Suzuki Motors Corporation, Japan, Government of India, State Government of Haryana and the Company's bankers for their continued support and guidance. Your directors also wish to place on record their sincere appreciation of the dedication and efforts shown by all employees of the company and are thankful to the shareholders for their continued patronage, trust and confidence in the company.

For and on behalf of the Board  
**Machino Plastics Limited**

Place : Gurgaon  
Date : 26<sup>th</sup> May, 2014

Sd/-  
**M.D. Jindal**  
(Chairman)

## MACHINO PLASTICS LIMITED

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### ANNEXURE - I

#### Form 'B'-Technology Absorption

1.	Specific areas in which R&D carried out by the company	None
2.	Benefits derived as a result of above R&D	NA
3.	Future plan of action	None
4.	Expenditure on R&D (Rs. In Lacs)	a. Capital NIL b. Recurring NIL c. Total NIL d. Total R & D NIL expenditure as % of total turnover

### ANNEXURE - II

#### Particulars of Employees

S. No.	Name	Age (yrs.)	Designation	Remuneration (Rs.)	Qualification	Total experience	Date of commencement of employment	Last employment held designation/ period
1.	Mr. Sanjiivv Jindall	56	Managing Director	42,00,000	B. Com. MBA PhD.	27	01-07-1987	-



## MANAGEMENT ANALYSIS & DISCUSSION REPORT

### Industry Structure & Development

Your Company is mainly engaged in the manufacture of injection moulded automotive components such as bumpers, instruments panels, grills etc. as original equipments and for spare parts market primarily for Maruti Suzuki India Limited (MSIL). The company also manufactures various automotive small components for others and pallets.

Your company can be classified as the automotive components manufacturer in view of the application of product made. From manufacturing process involved it may be classified as a plastic part manufacturer. Your company has 41 nos. injection moulding machines, sizes ranging from 100 Ton to 3150 Ton clamping force. Your company has been dealing in bulky plastic automotive components which can be supplied by setting production facility next door to automobile industries. For supplying such components to customer other than MSIL, it has set up an additional facility.

The automotive sector is witnessing stagnation in volumes for passenger cars. Company has to expand and look for business other than existing customers.

### Opportunities & Threats

Growing market of India has already attracted all major automotive companies to start operation here. India is expected to be one of major auto hub in the world map soon.

The principal customer of the company is Maruti Suzuki India Limited (MSIL) and growth of the company currently depends mainly on the growth of MSIL.

MSIL continues to be the leader in Indian car market and has closed the financial year 2013-2014 with domestic sale of 10, 53,689 units and total sales of Rs. 11, 55,041 units. Maruti's domestic sale in 2013-14 represents a growth of 0.3% over 2012-13 and total sales in 2013-14 represents a decline of 1.4% over 2012-13.

Your company is positively working towards (i) expanding its operation to other customers and (ii) manufacturing of smaller components during 2014-15.

The small to large size of machine range helps your company to cater to all types of customer's part sizes. Moreover, the machines are versatile to process virtually all types of polymers and can make not only automotive but also other plastic goods by changing moulds. Thus, your company has immense capability

to keep pace with the growing and diverse requirement of MSIL as well it has the possibilities for other business besides automotives.

The possible threats to the company can be:

- Sluggish market conditions
- Rupee – Dollar devaluation
- Uncertain Government policies
- Inflation

### Segment-wise or Product-wise Performance

Currently your company operates in to only one segment i.e. automotive injection moulding plastic components and is trying to diversify its product and range of industry it caters to. Your company now also has capabilities in moulding smaller and intricate functional and aesthetic parts in automotive and other industries.

### Outlook

The year 2013-14 was marked by global uncertainties and slow down in the Indian economy but the automobiles sales is expected to increase in 2014 over 2013.

Auto manufacturers have been trying to cope with economical rough patch in last two years. The growth expected in the domestic automobile industry will give a fillip to the auto component sector albeit the fact that the automobile industry may face stagnation for couple of years after a phenomenon growth in the past. With many players entering the market the share of major customer of the company may come down. The Indian automobile industry as a whole offers great potential considering the low penetration along with rising income levels and a rapidly growing middle class. These factors will witness a boost in demand for vehicles passenger cars and two wheelers.

The Manesar Plant of the company is now the focus area for all future growth of the company.

Your company has acquired Land in Pithampur (Indore) and has started construction of the plant to manufacture plastics moulding components. This has enabled the presence of your Company in the Vendor parts of VE Commercial Vehicles Ltd.

### Risks & Concerns

Though India rides on some inherent strength, following risk factors exist which the auto component

## MACHINO PLASTICS LIMITED

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manufacturers may have to counter with:

- A global and/or economic slowdown can derail the prospects of the industry.
- Volatility in the prices of material and other inputs could erode the industry's cost competitiveness. Furthermore OEMs demand reduction in prices every year.
- Intense competition from counterparts may add further pressure on margin of manufacturers.

Lower projection of economic growth and continuing high inflation has further dented customer sentiments, which may hamper sales.

The overall trend is challenging, but remaining competitive in this changing scenario will be the toughest challenge. The combination of low manufacturing costs along with quality systems would give an edge to companies in terms of pricing and quality. Expansion and diversification will help break into new markets. It would be imperative for these companies, which are largely based on traditional management practices, to imbibe technology in a big way. The SMEs can exploit these opportunities through joint ventures, collaboration and technical tie-ups. Knowledge, specialization, innovation and networking will determine the success of the SMEs in this globally competitive environment.

Your company is power, manpower and capital intensive business unit. Power is obtained from Maruti from its co-shared power plant which runs on gas and DHBVN Ltd and DG Set. The increase in per unit cost of power supply will materially affect the cost of production. State supplied power is in-adequate quantity and quality of power is poor. Further under-utilization of plant due to demand slow down will hit the bottom line as the fixed cost is very high.

### Financial Performance

Your company has registered a de-growth for the year 2013-2014. The turnover has decreased by 1.90%. The turnover of the company has reached to Rs. 16,638.65 lacs as against Rs. 16,960.49 lacs in last year. Company has incurred a pretax loss of Rs. 397.53 lacs as compared to loss of Rs. 91.34 lacs of last year.

### Internal Control System

Your company has adequate internal control systems

commensurate with its size and operations, although not documented. The company regularly gets its accounts audited from the internal auditor.

Further internal audit has been out sourced to M/s KMGS & Associates, Chartered Accountants. The Audit covers all the areas e.g. Finance, HR, Purchase, Statutory Compliance etc. and regular audits are conducted by Internal Auditors. The Audit observations are periodically reviewed by the Audit Committee of the Board of Directors and necessary directions are issued, wherever required.

### Human Resources/Industrial Resources

The company during the previous year continued its record of good industrial relations with its employees. During the year various initiatives had been taken to improve the performance and productivity levels in various departments of the company. The company has its own in-house technical centre in the plant to train the new recruits before their placement that helps in optimum utilization of resources as well as maintaining quality standards. It also indulges into and implements various HR initiatives and activities including employee welfare, special rewards, performance review system and various employee motivation activities.

The company has already undertaken KAIZEN with an aim to become a world class company. Your company has already adopted the suggestions scheme in the company which is increasing the employee's participation in managing the company.

During the National Safety week celebrated on first week of March, 2013 training sessions on Industrial safety, how to prevent accidents, and ESI norms were held to educate our employees about safety norms and medical facilities available.

In addition to the above, several health checks such as a blood test, dental care and eye test was conducted for employees.

### Cautionary Statement

Management Discussion and Analysis Report may be Forward Looking Statement. Actual result may differ materially from those expressed or implied depending upon global and Indian regulations, tax regimes, and economic developments within India and overseas.





## Corporate Governance Report

In terms of clause 49 of the Listing Agreement of the Stock Exchanges, the Compliance Report on Corporate Governance is as reported below:

### Company philosophy on Corporate Governance

Corporate Governance essentially is the system by which companies are directed and controlled by the management in the best interest of the stakeholders and others. Corporate Governance ensures fairness, transparency and integrity of the management. Corporate Governance is a way of life, rather than a mere legal compulsion. It further inspires and strengthens investors' confidence and commitment to the company.

The company, through its Board and Committees, endeavors to strike and deliver the highest governing standards for the benefit of its stakeholders.

### Corporate Governance Monitoring and Review Process at Machino:

Machino continuously reviews its policies and practices of corporate governance with a clear goal not merely to comply with statutory requirements in letter and spirit but also constantly endeavors to implement the best international practices of Corporate Governance, in the overall interest of all stakeholders.

### Board of Directors

#### (I) Composition of Board

The Board of Directors of your company has a combination of executive, non-executive and independent directors. As on 31<sup>st</sup> March, 2014, the Board comprises of eight directors headed by the Chairman. One half of the Board comprises independent directors who do not have any pecuniary relationship and transactions with the company, promoter or management which may affect the judgment of any independent director. The Board of Directors approves and reviews strategy and oversees the actions and results of management to ensure that the long term objectives of maximizing profit and enhancing shareholder value are achieved.

Name	Category	Designation	Director-Ship held in other public limited companies	No. of Chairmanships/Memberships of Board Committees			Remarks
				Chairmanship	Membership	Total	
Mr. MD Jindal	Promoter Director	Chairman	3		2	2	
Mr. Sanjiv Jindal	Promoter Director	Managing Director	4	--	--	--	
Mr. R L Gagar	Independent/ Non-Executive Director	Director	11	--	9	9	
Mr. Masayuki Kamiya	Non-Executive Director-Nominee of Suzuki Corporation, Japan	Director	1	--	--	--	
Mr. A K Tomer	Non-Executive Director-Nominee of Maruti Suzuki India Limited	Director	--	--	--	--	
Mr. R. Krishnan	Independent/ Non-Executive Director	Director	1	1	1	2	
Mr. G C Dwivedi	Independent/ Non-Executive Director	Director	--	--	1	1	
Mr. S. Balasubramanian	Independent/ Non-Executive Director	Director	4	--	3	3	

- None of the Directors are related to each other except Mr. Sanjiivv Jindall, who is son of Mr. M D Jindal.
- “Independent Directors” means a director who, apart from receiving Director’s remuneration, does not have any other material pecuniary relationship with the company, its promoters, its management or its subsidiaries, which in the opinion of the Board may affect the independence of judgment of Directors.
- None of the Directors is a member of more than ten Board levels committees, or a Chairman of more than five such committees as required under clause 49 of the Listing Agreement.

### (II) BOARD MEETINGS, ITS COMMITTEE MEETINGS AND PROCEDURES

#### A. Institutionalized decision making process

The Agenda is circulated well in advance to the Board members. The items in agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. In addition to the information required under Annexure IA to Clause 49 of the Listing Agreement, the board is also kept informed of major events/items and approvals taken wherever necessary. The Managing Director at the Board Meetings keeps the Board apprise of the overall performance of the Company.

The Board of Director is the apex body constituted by the shareholders entrusted with the overall management of the company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interest of the shareholders is being served. The managing director is assisted by senior managerial personnel.

The following sub-sections deal with the practice of these guidelines at Machino Plastics Limited.

#### B. Scheduling and selection of Agenda items for Board Meetings

- (i) Minimum four Board Meetings are held every year. Apart from the above, additional Board Meetings are convened by giving appropriate notice to address the specific needs of the company. In case of business exigencies or urgency of matters, resolutions are passed by circulation.
- (ii) The meetings are usually held at the Company’s Registered Office at Plot No. 3 Maruti Joint Venture Complex, Udyog Vihar Phase-IV, Gurgaon (Haryana)-122015.
- (iii) All divisions/departments of the company are advised to schedule their work plan well in advance, particularly with regard to matters requiring discussion / approval / decision of the Board / Committee Meetings. All such matters as are communicated to the company secretary in advance so that the same could be included in the Agenda for the Board / Committee Meetings.

#### Information required to be placed before the Board:

The board has unfettered and complete access to any information within the company. Among others, the board information regularly supplied to the board includes:

- Annual operating plans and budgets and any updates.
- Capital budget of any updates.
- Quarterly results of the company.
- Minutes of meetings of board, audit committee and other committees of board.
- Information on recruitment and removal of senior officers just below the board level.
- Declaration of dividend.
- Materially important litigation, show cause, demand, prosecution notices and penalty notices.
- Fatal or serious accidents or dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the company or substantial non-payment for goods sold by the company.
- Any issue, which involves public or product liability claims of substantial nature, including any



judgment or order which may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.

- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Significant sale of investments, subsidiaries, assets which are not in the normal course of business.
- Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movements.
- Non-compliance of any regulatory, statutory nature or listing requirements as well as shareholder services such as non-payment of dividend and delay in share transfer.
- Risk assessment & minimization procedures.

#### **C. Board material distributed in advance**

Agenda and notes on agenda are circulated to the Directors, in advance. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

#### **D. Recording Minutes of Proceedings at Board and Committee meetings**

The Company Secretary records the minutes of the proceedings of each Board and Committee meetings. Minutes are circulated to all the members of the Board/ committee with next board agenda for their confirmation.

#### **E. Post Meeting Follow-up Mechanism**

The guidelines for Board and Committee meetings facilitate an effective post meeting follow-up, review and reporting process for the decisions taken by the Board and Committees thereof. The important decisions taken at the Board/Committee meetings are communicated to the departments/divisions concerned promptly. Action taken report on the decisions/minutes of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/Committee for noting by the Board/Committee.

- F.** The company secretary while preparing the agenda, notes on agenda, minutes etc. of the meeting(s), is responsible for and is required to ensure compliance with all the applicable laws and regulations including the Companies Act, 1956 read with the Rules issued there under.

### **(III) Number of Board Meetings**

During the last financial year, four board meetings were held during the year. The company has held at least one board meeting in every three months and the maximum time gap between any such two meetings was not more than four months. The details of the Board meetings are as under:-

<b>S. No.</b>	<b>Date</b>	<b>Board strength</b>	<b>No. of Directors present</b>
1.	03.06.2013	8	7
2.	13.08.2013	8	5
3.	11.11.2013	8	6
4.	11.02.2014	8	6

## MACHINO PLASTICS LIMITED

### Directors' attendance record

Name	Position	Attendance at Board Meeting		Attendance at Last AGM
		No. of meetings held	No. of meetings attended	
Mr. M D Jindal	Promoter/ Chairman	4	4	YES
Mr. Sanjiivv Jindall	Promoter/Managing Director	4	4	YES
Mr. R L Gaggar	Independent/Non-Executive Director	4	1	NO
Mr. Masayuki Kamiya	Non-Executive Director/Nominee of Suzuki Motors Corporation	4	1	NO
Mr. A K Tomer	Non-Executive Director/Nominee of Maruti Suzuki India Ltd.	4	4	NO
Mr. G C Dwivedi	Independent/Non-Executive Director	4	4	YES
Mr. R Krishnan	Independent / Non-Executive Director	4	3	YES
Mr. S. Balasubramanian	Independent/Non-Executive Director	4	3	NO

### Directors' Interest in the Company

Director	Relationship with other directors	Business relationship with the company, if any	Loans and advances received from the company	Remuneration paid during 2013-14 (all figures in Rupees)			
				Sitting Fees	Salary & Perks	Commission	Total
Mr. M D Jindal	Father of Mr. Sanjiivv Jindall	#	--	84,000	--	--	84,000
Mr. Sanjiivv Jindall	Son of Mr. M D Jindal	##	--	--	42,00,000	--	42,00,000
Mr. R L Gaggar	--	--	--	21,000	--	--	21,000
Mr. R. Krishnan	--	--	--	77,000	--	--	77,000
Mr. A K Tomer	--	Representative of Maruti Suzuki India Ltd.	--	--	--	--	--
Mr. Masayuki Kamiya	--	Representative of Suzuki Motors Corporation	--	--	--	--	--
Mr. G C Dwivedi	--	--	--	98,000	--	--	98,000
Mr. S. Balasubramanian	--	--	--	35,000	--	--	35,000

# Chairman & Managing Director and a shareholder in Machino Polymers Ltd (formally known as Machino Basell India Limited), key raw material supplier of the company.

Lease of house/ office property i.e. A-10, New Friends Colony, New Delhi by Mrs. Kamla Jindal, his wife @ Rs. 27,500/- p.m.

Mrs. Sarita Jindal, daughter-in-law employed in the company on a monthly remuneration of Rs. 49,500/-



Mr. Aditya Jindal, grandson employed in the company on a monthly remuneration of Rs. 2, 50,000/-.

Ms. Simta Jindal, grand-daughter employed in the company on a monthly remuneration of Rs 60,000/-

## Director and shareholder in Machino Polymers Ltd (formally known as Machino Basell India Ltd), key raw material supplier of the company. Director and shareholder in Grandmaastters Mold Ltd. a spare part/moulds suppliers of the company.

Lease of house/office property i.e. A-10, New friends colony, New Delhi by Mrs. Kamla Jindal, his mother @ Rs. 27,500/-p.m.

Mrs. Sarita Jindal, wife employed in the company on a monthly remuneration of Rs. 49,500/-

Mr. Aditya Jindal, son employed in the company on a monthly remuneration of Rs. 2,50,000/-

Ms. Simta Jindal, daughter employed in the company on a monthly remuneration of Rs. 60,000/-

\* Last Annual General Meeting (AGM) was held on 13<sup>th</sup> August, 2013 at the GIA House, Gurgaon.

**Details of Related Party transactions as on 31.03.2014 are as follows:**

Name of Related Party	Nature of Transaction	Current Year (Rs.)	Previous Year (Rs)
<b>Receipts</b>			
Maruti Suzuki India Limited	Sale of Goods / Moulds	1,685,871,634	1,415,711,265
Machino Polymers Limited	Car loan	Nil	216,763
Grandmaastters Mold Limited	Sale of Goods	Nil	2,949,611
Grandmaastters Mold Limited	Excise	166,256	1,838,435
Grandmaastters Mold Limited	TDS	281,274	181,801
Machino Polymers Limited	Receipt of cash discount	Nil	5,065,265
Sanjiivv Jindall	Recovery of excess remuneration	2,016,000	Nil
<b>Payments</b>			
Machino Polymers Limited	Purchase of raw materials	272,597,167	275,500,757
Machino Polymers Limited	TDS	Nil	1,023,680
Grandmaastters Mold Limited	Purchase of moulds & Conversion charges	4,013,566	16,961,498
Maruti Suzuki India Limited	Payment of cash discount	12,700,648	12,590,428
Maruti Suzuki India Limited	Excise duty (on FOC material)	15,33,083	9,79,504
Mrs. Kamla Jindal	Rent	330,000	330,000
Mr. M.D. Jindal	Sitting fees	84,000	70,000
Dr. Sanjiivv Jindall	Remuneration	4,675,200	6,691,200
Mrs. Sarita Jindal	Salary	594,000	588,204
Mr. Aditya Jindal	Salary	3,000,000	2,400,000
Miss Simta Jindal	Salary	720,000	588,000
<b>Outstanding balance as on 31<sup>st</sup> March,14</b>			
Grandmaastters Mold Limited	(Payable)/ Receivable	3,697,450	3,856,339
Maruti Suzuki India Limited	Receivable	111,841,821	49,298,133
Machino Polymers Limited	(Payable)/ Receivable	(38,408,333)	(4,250,495)



**(IV) BOARD COMMITTEES**

Committees appointed by the Board focus on specific areas, and take decisions within the authority delegated to them by the Board. The committees also make specific recommendations to the Board on various matters from time to time. All decisions and recommendations of the committees are placed before the board for information or approval. Company has five committees:

- Audit committee
- Shareholders Grievances and Stakeholders Relationship Committee
- Share Transfer Committee
- Business Strategy Committee
- Nomination and Remuneration Committee

**A. Audit Committee**

The Audit Committee was constituted in conformity with the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with Stock Exchanges. The committee comprises of five directors including one promoter and four independent directors. The composition of committee is as under:

<b>Director</b>	<b>Executive/Non-executive/ Independent</b>	<b>Position</b>	<b>Remarks</b>
Mr. R L Gaggar	Independent	Member	--
Mr. M D Jindal	Promoter	Member	--
Mr. R Krishnan	Independent	Member	--
Mr. G C Dwivedi	Independent	Member	--
Mr. S. Balasubramanian	Independent	Member	--

The Audit committee assists the board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the company and its compliance with the legal and regulatory requirements. The committee's purpose is to oversee the accounting and financial reporting process of the company, the audit of the company's financial statements, the appointment, independence and performance of internal auditors and the company's risk management policies.

**Terms of reference of the Audit Committee inter alia includes:****(i) Review of the following information:**

- a) Any change in Accounting policies and practices;
- b) Major accounting entries involving estimates based on exercise of judgment by management;
- c) Significant adjustments made in the financial statements arising out of audit findings;
- d) Going concern assumption;
- e) Compliance with the listing and other legal requirements concerning financial statements;
- f) Reviewing with the management performance of statutory auditors
- g) To look into the reasons for substantial defaults in the payment to the shareholders (in case of payment of declared dividends) and creditors;



- h) The functioning of whistle blowing mechanism;
- i) Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- j) Management discussion and analysis of financial results of operations;
- k) Discussion with internal auditors, any significant findings and follow up there on;
- l) Management letters/letters of internal control weakness issued by the statutory auditors.

**(ii) Disclosure of the following information:**

- a) Related party transaction:
  - Identification of related parties as per AS-18
  - Statement in summary form of transactions with related parties in the ordinary course of business
  - Statement of material individual transactions with related parties which are not on arm's length basis.
- b) Compliances with Accounting Standards, and if in preparation of financial statements, a treatment different from that prescribed in an accounting standard has been followed, management explanation for the same;
- c) Audit query/report for the quarter;
- d) Quarterly financial statements before submission to the board for approval.

**(iii) Meetings:**

The audit committee met four times in the year. The details of the attendance of members of the committee are as follows:

Meeting held on	No. of members present
03.06.2013	3
13.08.2013	3
11.11.2013	3
11.02.2014	4

Executives of Accounts, Finance, Secretarial and Management Departments and representatives of the Statutory and Internal Auditors were invited to attend the Audit Committee Meeting.

**Attendance of each Member at the Audit Committee meetings held during the year:**

Name of the Committee Member	No. of meetings held	No. of meetings attended	Remarks
Mr. R L Gaggar	4	1	--
Mr. M D Jindal	4	4	--
Mr. R Krishnan	4	3	--
Mr. G C Dwivedi	4	4	--
Mr. S. Balasubramanian	4	1	--

**B. SHAREHOLDERS GRIEVANCES AND STAKEHOLDERS RELATIONSHIP COMMITTEE**

**(i) Composition:**

Director	Executive/Non Executive/ Independent	Position	Remarks
Mr. R L Gaggar	Independent	Chairman	--
Mr. M D Jindal	Promoter	Member	--
Mr. R Krishnan	Independent	Member	--
Mr. G C Dwivedi	Independent	Member	--
Mr. S. Balasubramanian	Independent	Member	--

**(ii) Terms of reference:**

The committee, inter alia, approves issue of duplicate share certificates and oversees and reviews all matters connected with transfer of securities of the Company. The committee also looks into redressal of shareholders complaints related to transfer of shares, non-receipt of Annual Report, non-receipt of declared dividend etc. The committee oversees performance of the Registrar and Transfer Agents of the company, and recommend measures for overall improvement in the quality of investor services. The committee also monitors implementation and compliance of the Company's Code of conduct for prohibition of Insider trading in pursuance of SEBI (Prohibition of Insider Trading) Regulation, 1992. The board has delegated the power for approving transfer of securities to the Managing Director or the Company Secretary. To expedite the process of Share Transfers, the Board has delegated the power of share transfer to Alankit Assignments Limited viz. Registrar and Share Transfer Agent who will attend to the Share Transfer formalities once in fortnight.

**Meetings:**

The Shareholders Grievances and Stakeholders Relationship Committee met four times in last year. The details of the attendance of members of the committee are follows:

Meeting held on	No. of Members Present
03.06.2013	3
13.08.2013	3
11.11.2013	3
11.02.2014	4

**Attendance of each Member at the Shareholders Grievances and Stakeholders Relationship Committee Meetings held during the year:**

Name of the Committee Member	No. of Meetings held	No. of meetings attended
Mr. R L Gaggar	4	1
Mr. M D Jindal	4	4
Mr. R Krishnan	4	3
Mr. G C Dwivedi	4	4
Mr. S. Balasubramanian	4	1



#### Compliance Officer:

The compliance officer for this committee, at present, is Mr. Surya Kant Agrawal, Company Secretary.

#### C. BUSINESS STRATEGY COMMITTEE MEETING

##### (i) Composition:

Director/ Representative	Executive/Non Executive/ Independent	Position	Remarks
Mr. G C Dwivedi	Independent	Chairman	--
Mr. R. Krishnan	Independent	Member	--
Mr. Deepak Thukral	Independent Professional	Member	Not being member of the board

##### (ii) Terms of reference

The business strategy meeting looks after the budget approval and strategic planning for the company.

#### Meetings:

The committee has met on 22<sup>nd</sup> April, 2013, during the year 2013-14.

#### D. NOMINATION AND REMUNERATION COMMITTEE

##### Composition:

Director/ Representative	Executive/Non Executive/ Independent	Position	Remarks
Mr. G C Dwivedi	Independent	Chairman	--
Mr. R. Krishnan	Independent	Member	--
Mr. S. Balasubramanian	Independent	Member	--
Mr. A.K Tomer	Non Executive/Nominee	Member	Representative of Maruti Suzuki India Ltd.

##### (i) Terms of reference

The Remuneration Committee of the Company is to review the remuneration and terms of employment of Whole time Director and relatives.

##### (ii) Remuneration Policy

The Company pays remuneration by way of salary, allowances and perquisites to the Managing Director as approved by the Board of Directors and shareholders of the Company. Each Non-Executive Director is paid a sitting fee of Rs. 7,000/- per meeting of the Board/Committee.

#### Meetings:

The Remuneration committee was formed by Board of Director in its meeting held on 17<sup>th</sup> Nov, 2012. The committee met on 3<sup>rd</sup> June, 2013.

#### E. COMMITTEE AGAINST SEXUAL HARASSMENT

The committee was constituted in line with the High Court order in Vishakha case. Accordingly every company is required to constitute a Committee Against Sexual Harassment. The composition of the committee is as under:

S.NO	NAME	DESIGNATION
1.	Miss Simta Jindal	Chairperson
2.	Miss Shweta Kapoor	Independent Member
3.	Mrs. Sarita Jindal	Member
4.	Mr. S.K. Agrawal	Member
5.	Mr. Jagdeep Singh	Member
6.	Miss Swati Sharma	Member Secretary

## MACHINO PLASTICS LIMITED

### F. ANNUAL GENERAL MEETINGS

Details of last 3 Annual General Meetings

Year	Location	Date	Time	Whether Special resolution passed
2012-13	GIA House, IDC, Mehrauli Road, Gurgaon	13.08.2013	12:00 noon	Yes
2011-12	GIA House, IDC, Mehrauli Road, Gurgaon	09.08.2012	11.00 a.m.	No
2010-11	GIA House, IDC, Mehrauli Road, Gurgaon	29.07.2011	10:30 a.m.	Yes

Note: No postal ballots were used / invited for voting at these meetings.

### G. DISCLOSURES

The disclosures on material transactions with the promoters, directors or the management, their subsidiaries and relatives etc. is made in Directors' Interest Statement.

### H. MEANS OF COMMUNICATION

The quarterly & half yearly results are not being sent separately to each household of shareholders. All financial results of your company are forthwith communicated to the Stock Exchange, namely Bombay Stock Exchange, where the securities of the company are listed as soon as they are approved and taken on record by the Board of Directors of the Company. Further the results are usually published in Business Standard (English) and Parivartan Bharti (Hindi) or Financial Express (English) and Jansatta (Hindi).

These results as well as latest information and official news have also been posted on the company's website, i.e. [www.machino.com](http://www.machino.com).

Financial results and shareholding pattern of the company are also available on [www.bseindia.com](http://www.bseindia.com).

### I. GENERAL SHAREHOLDERS' INFORMATION

- ✓ Date of book closure/record date : 12<sup>th</sup> Aug, 2014
- ✓ Date and venue of AGM
  - Date : 12<sup>th</sup> Aug, 2014
  - Day : Tuesday
  - Time : 11:30 a.m.
  - Venue of AGM : GIA House, IDC, Mehrauli Road, Gurgaon (Haryana)
- ✓ Dividend recommended : NIL
- ✓ Financial Calendar 2014-15 (tentative and subject to change)
  - Financial reporting for the first quarter ending June 30, 2014 : Aug, 2014
  - Financial reporting for the second quarter ending Sept 30, 2014 : Nov, 2014
  - Financial reporting for the third quarter ending Dec 31, 2014 : Feb, 2015
  - Annual results for the year ending Mar 31, 2015 : May, 2015
  - Annual General Meeting for the year ending Mar 31, 2015 : Aug, 2015



✓ **Listing on Stock Exchange**

The shares of your company are listed on the following Stock Exchange:

The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001

✓ **Stock Codes**

The Stock Exchange, Mumbai : 523248  
ISIN No. for NSDL and CDSL : INE082B01018

The listing fees for the financial year 2014-15 have been paid to the Stock Exchange, Mumbai.

✓ **Stock market data\***

The monthly high and low prices and volume of the equity shares of the company during the financial year 2013-14 based upon BSE Price data is given below:

Month	Share Price		No. of Shares	Total turnover (Rs.)	BSE Sensex	
	High	Low			High	Low
Apr 13	31.10	27.10	1,055	30,559	19,622.68	18,144.22
May13	29.40	26.70	2,749	76,569	20,443.62	19,451.26
June13	28.60	24.90	3,717	1,00,004	19,860.19	18,467.16
Jul 13	25.10	21.00	7,328	1,65,479	20,351.06	19,126.82
Aug13	24.00	18.10	8,954	1,85,893	19,569.20	17,448.71
Sep 13	21.70	18.85	1,950	38,859	20,739.69	18,166.17
Oct 13	24.15	18.80	4,429	97,741	21,205.44	19,264.72
Nov13	25.00	22.95	3,250	79,158	21,321.53	20,137.67
Dec 13	25.00	20.20	4,942	1,11,106	21,483.74	20,568.70
Jan 14	27.30	22.00	14,484	3,53,085	21,409.66	20,343.78
Feb 14	28.65	21.00	8,861	2,09,286	21,140.51	19,963.12
Mar14	24.95	21.05	14,637	3,32,262	22,467.21	20,920.98

\*bseindia.com

✓ **Share transfer procedure**

Share transfer requests (pertains to shares in Physical Mode) received by the company or its Registrar & Share Transfer Agent are registered within a period of 15 days from date of receipt, if the documents are in order in all respect. The Share Transfer Committee meets normally twice a month.

In case the shares are transferred through Demat mode, the procedure is adopted as stated in Depositories Act, 1996.



## MACHINO PLASTICS LIMITED

### ✓ Distribution of shareholding as on 31<sup>st</sup> March, 2014

No. of equity shares held	Number of Shareholders		Shareholding	
	Numbers	%	Numbers	%
1-100	1510	41.16	90687	1.48
101-500	1840	50.15	458725	7.48
501-1000	182	4.96	136860	2.23
1001-5000	107	2.92	218018	3.55
5001-10000	7	0.19	48621	0.79
10001-20000	10	0.27	152971	2.49
20001-30000	3	0.08	79030	1.29
30001-40000	0	0	0	0
40001-50000	1	0.03	44000	0.72
50001-100000	1	0.03	94753	1.54
100001-500000	4	0.11	953741	15.54
500001-above	4	0.11	3859394	62.89

### Pattern of shareholding by ownership as on 31<sup>st</sup> March, 2014

Category	Shareholding	
	Number of Shares held	Shareholding %
<b>Promoters' Holding</b>		
Promoters		
– Indian Promoters	3,601,306	58.68
– Foreign Promotes	941,700	15.35
Persons acting in concert	–	–
<b>Sub-Total (A)</b>	<b>4,543,006</b>	<b>74.03</b>
<b>Non-promoters Holding</b>		
Institutional Investors	–	–
Mutual Funds and UTI, Banks,	1,300	0.02
Financial Institution	–	–
(Central/State Govt. Institutions/non- government institutions)	–	–
FIs	–	–
<b>Sub Total (B)</b>	<b>1,300</b>	<b>0.02</b>
<b>Others</b>		
Corporate Bodies	103,090	1.68
Indian Public (including NSDL & CDSL)	1,479,583	24.11
NRIs/OCBS	9,821	0.16
<b>Sub-Total (C)</b>	<b>1,592,494</b>	<b>25.95</b>
<b>Grand Total (A+B+C)</b>	<b>6,136,800</b>	<b>100.00</b>



✓ **As at 31.03.2014:**

Shares held in Physical form : 265953 shares  
Shares held in Dematerialized form : 5870847 shares

✓ **Shareholding of Promoters/Directors, their relatives, associate companies & officers of the Company pursuant to SEBI Regularization:**

Name	Relation	No. of Shares	% to total
Maruti Suzuki India Limited	Promoter	941700	15.35%
Suzuki Motor Corporation	Promoter	941700	15.35%
Jindals, Relatives & Associate Companies	Promoter	2659606	43.33%

✓ **Outstanding GDR/ADR/Warrants or any convertible instrument**

No outstanding GDR/ADR/Warrants or any convertible instrument as on 31.03.2014.

**Plant Location**

Machino Plastics Limited (Plant I)  
3, Maruti Joint Venture Complex,  
Udyog Vihar Phase-IV, Gurgaon-122015  
Tel: 0124-2341218, 2340806 Fax: 0124-2340692

Machino Plastics Limited (Plant II)  
Plot No.128-129, Sector-8  
IMT, Manesar-122050

Machino Plastics Limited (Plant III)  
Plot No. 527, Industrial Area  
Sec-3, Pithampur dist. Dhar  
Madhya Pradesh-454775  
(Under Construction)

✓ **Share Transfer Agent**

“Alankit Assignments Limited”  
RTA Division-Machino Plastics Limited  
2E/21, Jhandewalan Extn.  
New Delhi-110 055.  
Ph. No. 011-42541234  
**rta@alankit.com**

✓ **Investors' correspondence may be addressed to:**

Company Secretary  
Machino Plastics Limited  
3, Maruti Joint Venture Complex,  
Udyog Vihar Phase-IV, Gurgaon-122015  
Tel: 0124-2341218, 2340806 Fax: 0124-2340692  
Email: **sec.legal@machino.com**

Or

## MACHINO PLASTICS LIMITED

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- ✓ “Alankit Assignments Limited”  
RTA Division-Machino Plastics Ltd.  
2E/21, Jhandewalan Extn,  
New Delhi-110 055  
Ph. No. 011-42541234”  
Email: [rta@alankit.com](mailto:rta@alankit.com)

- ✓ **Unclaimed Dividends**

Pursuant to section 205A of the Companies Act, 1956, unclaimed dividends upto the financial year 2005-06 have been transferred to the General Revenue Account of the Central Government.

The unclaimed dividends for the financial year ended 31<sup>st</sup> March, 2007 & thereafter, which remains unpaid/unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund established by Central Government. Shareholders, who have not claimed/received their dividend so far, are requested to make an application to company so that necessary action could be taken in this respect. It is important to note that **once the unclaimed dividend is transferred to the aforesaid fund, no claim shall lie in respect thereof on the company. Then the shareholders have to claim dividend from the Central Government.**

Some dividend cheques are unrealized as per company's record for the year 2006-07 to 2010-11. Those shareholders who have not yet realized the dividend for any or all of the previous years may write to the company.

- ✓ **Other Information**

1. Any change in address or mandate should be intimated to company or its transfer agent at the earliest for prompt services.
2. While corresponding with the Company or its Registrar & Transfer Agent, members are advised to quote their Folio No. and No. of shares held. Any such correspondence should be signed by the member(s) or their duly authorized power of attorney. Company shall not entertain any letter, which is not duly signed as an endeavor to protect the interest of members and to avoid any possible fraud.
3. Members holding shares in identical orders of names in more than one folio are requested to write to the Company or Alankit Assignments Limited and send their share certificates to enable consolidation of their holding into one folio.

Note: the details are given purely by way of information. Members may make their own judgment and are further advised to seek independent guidance before deciding on any matter based on the information given therein. Neither the company nor its officials would be held responsible.



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**CODE OF CONDUCT  
FOR  
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

**ANNUAL DECLARATION**

**(in pursuance of Clause 49(1D) of the Listing Agreement)**

This is to certify that to the best of my knowledge and belief and based upon declarations made by the members of the Board of Directors and senior management officers, provisions of the **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**, as adopted by the company in compliance of clause 49 (1D) of the Listing Agreement are fully followed and complied with during the financial year ending 31<sup>st</sup> March, 2014.

For **Machino Plastics Ltd.**

Sd/-

**Sanjivv Jindal  
Managing Director**

**Place : Gurgaon  
Date : 26<sup>th</sup> May, 2014**

## CEO Certification

We, Sanjiivv Jindall, Managing Director and Mr. Aditya Jindal, Chief Financial Officer of Machino Plastics Limited to the best of our knowledge and belief hereby certify that :

- (a) We have reviewed financial statements and the cash flow statement for the financial year ended on 31<sup>st</sup> March, 2014 and :
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee:
  - (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Machino Plastics Ltd.**

Sd/-

**Aditya Jindal**  
Chief Financial Officer

Sd/-

**Sanjiivv Jindall**  
Managing Director

**Place : Gurgaon**

**Date : 26<sup>th</sup> May, 2014**



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## Certificate

To

The Members of  
Machino Plastics Limited

I have examined the compliance of conditions of Corporate Governance by **Machino Plastics Ltd.** for the year ended 31<sup>st</sup> March, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on financial statements of the company.

In my opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

I state that no investor grievance(s) is pending for a period exceeding one month against the Company as per records maintained by the Company.

I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **A K & Associates**  
Company Secretary

Sd/-

**Atima Khanna**  
(Proprietor)  
Membership No. A28463  
COP No.10296

**Place : Gurgaon**  
**Date : 26<sup>th</sup> May, 2014**



## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF MACHINO PLASTICS LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of **MACHINO PLASTICS LIMITED**. ("The Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal controls relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our unqualified audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2014;
- (b) In the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date and
- (c) In the case of the Cash Flow Statement, of the cash flows of the company for the year ended on that date.



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### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion proper books of account, as required by law, have been kept by the Company, so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the accounting standards referred to in Section 211(3C) of the Companies Act, 1956.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2014 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Companies Act, 1956.
  - (f) Since the Central Government has neither issued any notification as to the rate at which the cess is to be paid under Section 441A of the Act nor has it issued any Rules under the said Section prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **Goel Garg & Co.**  
Chartered Accountants  
FRN Registration No. 000397N

Sd/-  
**(Ashok Kumar Agarwal)**  
Partner  
Membership No.084600

Place : Gurgaon  
Dated : 26<sup>th</sup> May, 2014

**Annexure to the Auditors' Report to the members of Machino Plastics Limited on the financial statements for the year ended 31<sup>st</sup> March, 2014 referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements of our report**

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanations given to us, the fixed assets were physically verified during the year by the management in accordance with the programme of verification, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. To the best of our knowledge, no material discrepancies were noticed on verification conducted during the year as compared with the book records.
- (c) In our opinion and according to the information and explanations given to us, a substantial part of the fixed assets has not been disposed off by the company during the year.
- (ii) (a) The inventory, except goods-in-transit and stock lying with third parties, has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. For stock lying with third parties at the year end, written confirmations have been obtained.
- (b) In our opinion and according to information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of our examination of the records of inventories, we are of the opinion that, the company is maintaining proper records of inventories. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of account.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured to companies, firms and other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, sub-clause (b), (c) and (d) are not applicable.
- (b) According to the information and explanations given to us, the Company has not taken any loan, secured or unsecured from companies, firms and other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, sub-clause (f) and (g) are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchases of inventory, fixed assets and for sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system in respect of these areas.
- (v) (a) According to the information and explanations given to us, we are of the opinion that during the year, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under the section 301 of the Act.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements entered into the register in pursuance of section 301 of the Act and exceeding the value of rupees five lacs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.



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- (vi) According to the information and explanations given to us, the Company has not accepted any deposits from the public with in the meaning of section 58A and 58AA or any other relevant provisions of the Act and the rules framed there under.
- (vii) In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (ix) (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the company examined by us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income tax, wealth tax, service tax, sales tax, customs duty, excise duty and cess were in arrears, as at March 31<sup>st</sup>, 2014 for period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, particulars of dues to Income tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess as at March 31<sup>st</sup>, 2014 which have not been deposited on account of a dispute have been stated in note 35 of notes to financial statements.
- (x) The company does not have any accumulated losses at the year end i.e. March 31<sup>st</sup>, 2014. Further, the company has not incurred any cash losses in the financial year ended on that date and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to any bank. The company has not raised any loan from financial institution, debenture holders.
- (xii) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) As the company is not a chit fund or a nidhi / mutual benefit fund / society to which the provisions of special statute relating to chit fund are applicable, therefore clause 4(xiii) of the Order is not applicable.
- (xiv) As the company is not dealing or trading in shares, securities, debentures and other investments, paragraph 4 (xiv) of the Order is not applicable.
- (xv) We are informed that during the year, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) According to the information and explanations given to us, term loans availed by the company were, prima facie, applied for the purpose for which they were raised.

## MACHINO PLASTICS LIMITED

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- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, *we report that the Company has temporarily used funds raised on short-term basis for long-term investments in fixed assets and loans and advances amounting to Rs. 153,646,648/- (Previous year Nil).*
- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered under section 301 of the Act during the year.
- (xix) The company has not issued any debentures during the year.
- (xx) The company has not raised any money by public issue during the year.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.

For **Goel Garg & Co.**  
Chartered Accountants  
FRN 000397N

Sd/-  
**(Ashok Kumar Agarwal)**  
Partner  
**Membership No. 084600**

**Place : Gurgaon**  
**Dated : 26<sup>th</sup> May, 2014**



## Balance Sheet as at 31st March 2014

(All Amount in Rupees, Unless otherwise stated)

	Notes	As at 31 March 2014	As at 31 March, 2013
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	1	61,368,000	61,368,000
Reserves and surplus	2	498,408,044	522,544,619
		<u>559,776,044</u>	<u>583,912,619</u>
<b>Non-current liabilities</b>			
Long-term borrowings	3	124,236,250	245,749,217
Deferred tax liabilities, net	4	51,032,086	66,648,501
Long-term provisions	5	417,644	334,025
		<u>175,685,980</u>	<u>312,731,743</u>
<b>Current liabilities</b>			
Short-term borrowings	6	274,325,525	188,174,670
Trade payables	7	64,865,464	9,893,742
Other current liabilities	8	224,018,854	183,895,864
Short-term provisions	5	10,132	12,388
		<u>563,219,975</u>	<u>381,976,664</u>
<b>Total</b>		<u><u>1,298,681,999</u></u>	<u><u>1,278,621,026</u></u>
<b>Assets</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	9	862,101,385	936,337,438
Intangible assets	9	886,353	1,308,247
Capital work-in-progress		135,775,869	59,738,532
Long-term loans and advances	10	3,309,504	2,828,296
Other Non-investments	11	12,525,000	12,525,000
		<u>1,014,598,111</u>	<u>1,012,737,513</u>
<b>Current assets</b>			
Inventories	12	62,156,209	63,989,892
Trade receivables	13	180,930,762	124,954,883
Cash and bank balances	14	4,376,128	29,422,974
Short-term loans and advances	15	36,620,789	47,515,764
		<u>284,083,888</u>	<u>265,883,513</u>
<b>Total</b>		<u><u>1,298,681,999</u></u>	<u><u>1,278,621,026</u></u>

### Significant accounting policies

Notes on financial statements

1 to 42

As per our report attached

For **Goel Garg & Co.**  
Chartered Accountants  
FRN NO. 000397N

For and on behalf of Board of Directors of Machino Plastics Limited

Sd/-  
**Ashok Kumar Agarwal**  
Partner  
M.NO. 084600

Sd/-  
**Sanjiivv Jindal**  
Managing Director

Sd/-  
**Aditya Jindal**  
Chief Financial  
Officer

Sd/-  
**R. Krishnan**  
Director

Sd/-  
**Surya Kant Agrawal**  
General Manager (F)  
Company Secretary

Place : Gurgaon

Dated : 26<sup>th</sup> May, 2014



**Profit & Loss Statement for the year ended 31st March 2014**

(All Amount in Rupees, Unless otherwise stated)

	Notes	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>INCOME</b>			
<b>Revenue from operations</b>	<b>16</b>		
Sale of products (gross)		1,926,596,479	1,963,516,766
Less : Excise duty		<u>264,413,487</u>	<u>269,124,591</u>
Sale of products (net)		1,662,182,992	1,694,392,175
Other operating revenues		<u>1,681,092</u>	<u>1,657,144</u>
Total		1,663,864,084	1,696,049,319
Other Income	<b>17</b>	<u>2,315,491</u>	<u>7,616,765</u>
<b>Total Revenue</b>		<b><u>1,666,179,575</u></b>	<b><u>1,703,666,084</u></b>
<b>Expenses</b>			
Cost of material consumed	<b>18</b>	1,087,584,479	1,106,943,984
Changes in inventories of finished goods	<b>19</b>	2,581,868	(9,374,131)
Operating expenses	<b>20</b>	148,090,269	159,187,339
Employees benefits expenses	<b>21</b>	141,507,806	131,022,817
Finance cost	<b>22</b>	47,000,958	46,530,861
Depreciation and amortisation expenses	<b>23</b>	131,865,894	131,105,660
Other expenses	<b>24</b>	<u>149,317,291</u>	<u>147,383,171</u>
<b>Total expenses</b>		<b><u>1,707,948,565</u></b>	<b><u>1,712,799,701</u></b>
<b>Loss before prior period items and tax</b>		<b>(41,768,990)</b>	<b>(9,133,617)</b>
Prior period items	<b>25</b>	<u>(2,016,000)</u>	-
<b>Loss before tax</b>		<b>(39,752,990)</b>	<b>(9,133,617)</b>
Deferred tax (refer note no.4)		<u>(15,616,415)</u>	<u>4,140,271</u>
		<u>(15,616,415)</u>	<u>4,140,271</u>
<b>Loss for the year</b>		<b><u>(24,136,575)</u></b>	<b><u>(13,273,888)</u></b>

**Significant accounting policies**Notes on financial statements **1 to 42**

Earnings per equity share [nominal value of share Rs 10 each (previous year: Rs 10 each)]

- Basic	(3.93)	(2.16)
- Diluted	(3.93)	(2.16)

As per our report attached

For **Goel Garg & Co.**  
Chartered Accountants  
FRN NO. 000397N

For and on behalf of Board of Directors of Machino Plastics Limited

Sd/-  
**Ashok Kumar Agarwal**  
Partner  
M.NO. 084600

Sd/-  
**Sanjivv Jindal**  
Managing Director

Sd/-  
**Aditya Jindal**  
Chief Financial  
Officer

Sd/-  
**R. Krishnan**  
Director

Sd/-  
**Surya Kant Agrawal**  
General Manager (F)  
Company Secretary

Place : Gurgaon  
Dated : 26<sup>th</sup> May, 2014



## Cash Flow Statement for the year ended 31st March 2014

(All Amount in Rupees, Unless otherwise stated)

	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>A. Cash flow from operating activities</b>		
Profit before tax	(39,752,990)	(9,133,617)
Adjustments for :		
- Depreciation	131,865,894	131,105,660
- Interest and finance charges (excluding foreign exchange loss/ gain on buyer's credit)	47,000,958	46,530,861
- Loss on fixed assets sold/ discarded	907,933	6,948,056
- Profit on sale of fixed assets	(1,177,946)	(44,199)
- Interest income on fixed deposits	(1,137,545)	(976,405)
Operating profit before working capital changes	137,706,304	174,430,356
Adjustments for :		
- (Increase)/ decrease in inventories	1,833,683	(4,890,680)
- (Increase)/ decrease in trade receivables	(55,975,879)	(4,364,677)
- (Increase)/ decrease in loans and advances (excluding advance tax)	12,508,910	20,319,897
- Increase/ (decrease) in current liabilities and provisions (excluding provision for tax)	95,176,076	48,514,699
Cash generated from operations	191,249,094	234,009,595
- Income tax refund/ (paid)	(2,095,144)	(2,716,155)
<b>Net Cash flow generated from operating activities</b>	<b>189,153,950</b>	<b>231,293,440</b>
<b>B. Cash flow from investing activities</b>		
- Additions to fixed assets (including net movement in CWIP)	(149,641,520)	(103,162,074)
- Proceeds from sale/ disposal of fixed assets	16,396,236	825,944
- Interest received	1,137,545	976,405
- Investment in bank deposits (having maturity of more than three months)	9,628,237	(11,177,980)
- Loss on sale of fixed assets	(907,933)	(6,948,056)
- Profit on sale of fixed assets	1,177,946	44,199
<b>Net cash flows (used in) investing activities</b>	<b>(122,209,489)</b>	<b>(119,441,562)</b>
<b>C. Cash flow from financing activities</b>		
- Proceeds from/ (Repayments of) long term borrowings	(121,512,967)	(88,851,910)
- (Repayments of)/ Proceeds from secured loan (net)	86,150,855	24,721,069
- Interest and finance charges paid (including forex loss)	(47,000,958)	(46,530,861)
<b>Net cash flows (used in)/ generated from financing activities</b>	<b>(82,363,070)</b>	<b>(110,661,702)</b>
<b>Net change in cash and cash equivalents (A+B+C)</b>	<b>(15,418,609)</b>	<b>1,190,176</b>
<b>Cash and cash equivalents- opening balance</b>	<b>18,269,994</b>	<b>17,079,818</b>
<b>Cash and cash equivalents- closing balance</b>	<b>2,851,385</b>	<b>18,269,994</b>
<b>Notes to cash flow statement:</b>		
Cash and cash equivalents include :		
Cash on hand	35,240	259,018
Balances with banks:		
Current accounts	1,422,545	16,015,802
In deposit account (with maturity of 3 months or less from the reporting date)	1,393,600	1,995,174
<b>Cash and cash equivalents at the end of the year [refer note no 14]</b>	<b>2,851,385</b>	<b>18,269,994</b>

### Significant accounting policies

Notes on financial statements

1 to 42

As per our report attached

For **Goel Garg & Co.**  
Chartered Accountants  
FRN NO. 000397N

For and on behalf of Board of Directors of Machino Plastics Limited

Sd/-  
**Ashok Kumar Agarwal**  
Partner  
M.NO. 084600

Sd/-  
**Sanjiv Jindal**  
Managing Director

Sd/-  
**Aditya Jindal**  
Chief Financial  
Officer

Sd/-  
**R. Krishnan**  
Director

Sd/-  
**Surya Kant Agrawal**  
General Manager (F)  
Company Secretary

Place : Gurgaon  
Dated : 26<sup>th</sup> May, 2014

## SIGNIFICANT ACCOUNTING POLICIES

### 1. Accounting convention

The company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis. The financial statements are prepared under the historical cost convention in accordance with the applicable accounting standards.

### 2. Use of estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period.

Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

### 3. Fixed assets and depreciation

Fixed assets are valued at cost less accumulated depreciation. Foreign exchange fluctuations are adjusted to the cost of relevant fixed asset. Leasehold land is being amortized over the period of lease. Depreciation on fixed assets is provided at the rates and in the manner prescribed in schedule XIV to the Companies Act, 1956, on straight line method. Depreciation on moulds acquired after 1<sup>st</sup> April, 1999 but before 31-3-2008 are depreciated on written down value method. Mould acquired after 1-4-2008 and Trolley & Bins acquired after 01-04-2009 are depreciated on the basis of economic useful life. Borrowing cost relating to fund borrowed for acquisition of qualifying assets for the year up to the date the assets are put to use is included in cost of relevant assets. Incremental cost arising on account of translation of foreign currency liabilities for acquisition of fixed assets are adjusted to the cost of such assets and depreciation is provided as aforesaid over the residual life of the respective assets.

### 4. Intangibles and amortization

Intangible assets (acquired or developed in house) are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs which meet capitalization criteria, are not capitalized and expenditure is reflected in the Statement of Profit and Loss in the year in which the expenditure is incurred.

Cost of software is amortized over a period of 6 years, being the estimated useful life as per the management estimates.

### 5. Foreign currency transactions

- (a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.
- (b) Monetary items denominated in foreign currencies at the year end are restated at year end rates.
- (c) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the profit and loss account except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

### 6. Impairment of assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### 7. Investments

Long-term investments are stated at cost and, where applicable, provision is made against diminution in value. Profit or loss on sale of investments are included in profit and loss account and calculated as the difference between the net proceeds realized and book value.



## 8. Inventories

- a) Inventories are valued at the lower of cost and net realizable value. Cost, which comprises of expenditure incurred in the normal course of business in bringing inventories to their location and condition including relevant overheads, is calculated on first in first out basis.
- b) Machinery spares (other than those supplied along with main plant and machinery, which are capitalised and depreciated accordingly) are charged off to revenue on consumption.

## 9. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

## 10. Excise duty

Excise duty is accounted on the basis of both, payments made in respect of finished goods cleared and also provision made for finished goods lying in bonded warehouses.

## 11. Retirement benefits

- A) Retirement benefits in the form of provident fund are defined contribution schemes and the contributions are charged to the profit and loss account when the contributions to the respective funds become due.
- B) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation made at the end of each financial year. However, the company through its trust has taken a policy with LIC to cover the Gratuity liability of the employees. The difference between the actuarial valuation of the gratuity of employees at the year end and the balance of funds with LIC is provided for as liability in the books.
- C) Actuarial gains/losses are immediately taken to Profit & Loss account and not deferred.
- D) Short term employee benefits are recognized as expenses at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

## 12. Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

## 13. Earnings per share

The basic earning per share is computed by dividing the net profit attributed to equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

## 14. Taxation

Provision for income tax is made on the basis of the estimated taxable income for the current accounting period in accordance with the Income Tax Act, 1961.

Deferred tax resulting from timing difference between book and tax profit is accounted for under liability method, at the current rate of tax, to the extent that the timing differences are capable of reversal in one or more subsequent periods.

## 15. Contingencies / provisions

Provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate of the expenditure required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote.

## Notes to Financial Statements for the year ended 31st March 2014

(All Amount in Rupees, Unless otherwise stated)

Note 1. Share capital	As at March 31, 2014		As at March 31, 2013	
	Number of shares	Amount	Number of shares	Amount
<b>Authorised Share Capital</b>				
Equity shares of Rs 10 each	15,000,000	150,000,000	15,000,000	150,000,000
	<u>15,000,000</u>	<u>150,000,000</u>	<u>15,000,000</u>	<u>150,000,000</u>
<b>Issued, subscribed and paid-up</b>				
Equity shares of Rs 10 each fully paid up				
At the beginning of the year	6,136,800	61,368,000	6,136,800	61,368,000
<b>At the end of the year</b>	<u>6,136,800</u>	<u>61,368,000</u>	<u>6,136,800</u>	<u>61,368,000</u>

**Note 1.1 Rights, preference and restrictions attached to equity shares**

The Company has one class of equity share having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held with a right to receive per share dividend declared by the company

In the event of liquidation of the company, the holders of equity share shall be entitled to receive all of the remaining assets of the company, after distribution of all preferential amounts, if any. Such amount will be in the proportion to the number of equity shares held by stockholders.

**Note 1.2 Particulars of shareholders holding more than 5% equity shares**

	As at March 31, 2014		As at March 31, 2013	
	Number of shares	% of shares	Number of shares	% of shares
Sanjiiv Jindal	559,202	9.112%	559,202	9.112%
Aditya Jindal	376,200	6.130%	376,200	6.130%
Machino Transport Private Limited	1,416,813	23.087%	1,416,813	23.087%
Maruti Suzuki India Limited	941,700	15.345%	941,700	15.345%
Suzuki Motor Corporation	941,700	15.345%	941,700	15.345%

**Note 1.3 Aggregate number of bonus shares issued and shares bought back during the period of five years immediately preceding the reporting date:**

A) Equity shares of Rs. 10 each allotted as fully paid bonus shares by capitalisation out of capital redemption reserves.

Year	Number of shares	Amount in Rs.
2013 - 14	-	-
2012 - 13	-	-
2011 - 12	-	-
2010 - 11	-	-
2009 - 10	-	-

B) Equity shares of Rs. 10 each buy back.

Year	Number of shares	Amount in Rs.
2013 - 14	-	-
2012 - 13	-	-
2011 - 12	-	-
2010 - 11	-	-
2009 - 10	-	-



Note	As at		As at	
	31 March, 2014		31 March, 2013	
<b>2. Reserve and surplus</b>				
<b>Capital redemption reserve</b>		12,500		12,500
<b>Revaluation reserve (refer note no 27)</b>		149,621,982		149,621,982
<b>General reserve</b>				
At the commencement of the year		198,135,625		198,135,625
Add : Transferred from Statement of Profit and Loss		-		-
Closing balance		<u>198,135,625</u>		<u>198,135,625</u>
<b>Surplus (Profit and loss balance)</b>				
At the commencement of the year		174,774,512		188,048,400
Profit / (Loss) for the year		<u>(24,136,575)</u>		<u>(13,273,888)</u>
Closing balance		<u>150,637,937</u>		<u>174,774,512</u>
<b>Total reserve and surplus</b>		<u>498,408,044</u>		<u>522,544,619</u>
<b>3. Long-term borrowings</b>				
	Non-current portion		Current maturities	
	As at	As at	As at	As at
	31 March 2014	31 March 2013	31 March 2014	31 March 2013
Term loan				
- Secured term loans from banks	124,236,250	54,646,172	121,374,679	39,712,968
- Foreign currency loans - buyer's credit from banks	-	191,103,045	-	65,648,496
<b>Total</b>	<u>124,236,250</u>	<u>245,749,217</u>	<u>121,374,679</u>	<u>105,361,464</u>

#### Notes

##### Secured term loans from banks

- Term loans are secured by way of pari passu first charge on company's fixed assets excluding tools & dies, both present future and second charge on current assets
- The term loan taken from Allahabad Bank is Rs. 86,132,000/- (Previous year Rs. 53,684,000/-) which carries interest of 12.70% per annum
- The term loan taken from Axis Bank Limited is Rs. 158,698,757/- (Previous year Rs. 39,618,171/-) which carries interest of 13.50% per annum
- The car finance taken from Kotak Mahindra Prime Ltd is Rs. 780,172/- (Previous year Rs. 1,056,969/-) which carries interest of 11.75% per annum
- Repayment schedule

	Next 1 year	1-3 years	Beyond 3 years
Term Loan from banks	121,374,679	124,236,250	-
	39,712,968	54,521,858	124,314

#### Notes

##### Foreign currency loan - buyer's credit from bank

- Buyer's credit are secured by way of pari passu first charge on company's fixed assets excluding tools & dies, both present future and second charge on current assets
- The buyer's credit taken from Allahabad Bank is Rs. Nil (Previous year Rs. 91,438,824/-) which carries interest of LIBOR plus 100 - 150 bps per annum



## MACHINO PLASTICS LIMITED

### Note

c. The buyer's credit taken from Axis Bank Limited is Rs. Nil (Previous year Rs. 165,312,717/-) which carries interest of LIBOR plus 100 - 150 bps per annum.

e. Repayment schedule		Next 1 year	1-3 years	Beyond 3 years
Buyer's Credit from Bank	<b>As at 31 March 2014</b>	-	-	-
	<b>As at 31 March 2013</b>	65,648,496	150,146,221	40,956,824

#### 4. Deferred tax liabilities, net

		<b>As at</b>	<b>As at</b>
		<b>31 March 2014</b>	<b>31 March 2013</b>
<b>Deferred tax liability on account of</b>			
Related to depreciable fixed assets		<b>51,337,668</b>	66,915,032
		<b>51,337,668</b>	66,915,032

#### Less:-

<b>Deferred tax asset on account of</b>			
Related to carry forward business loss/employee benefits		<b>305,582</b>	266,531
		<b>305,582</b>	266,531

<b>Deferred tax liability, net</b>		<b>51,032,086</b>	66,648,501
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#### 5. Provisions

		<b>Long term</b>		<b>Short term</b>	
		<b>As at</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
		<b>31 March 2014</b>	<b>31 March 2013</b>	<b>31 March 2014</b>	<b>31 March 2013</b>
Provision for employee benefits					
Gratuity (refer note no 28)		<b>417,644</b>	334,025	<b>10,132</b>	12,388
<b>Total</b>		<b>417,644</b>	<b>334,025</b>	<b>10,132</b>	<b>12,388</b>

#### 6. Short term borrowings

		<b>As at</b>	<b>As at</b>
		<b>31 March 2014</b>	<b>31 March 2013</b>
Loan repayable on demand			
From banks			
Cash credit from banks (secured)*		<b>274,325,525</b>	188,174,670
<b>Total</b>		<b>274,325,525</b>	<b>188,174,670</b>

#### Nature of securities

The cash credit facilities are secured by way of pari passu first charge on entire current assets of the Company including stocks of raw material, goods in transit and book debts along with a pari passu charge on entire fixed assets of the Company

\* Cash credit facilities outstanding from The Bank of Tokyo-Mitsubishi UFJ, Ltd is Rs. 49,196,450/- (Previous year Rs. 49,561,216/-) carry interest of 14.50% computed on the daily basis on the actual amount utilized, and are repayable on demand.

\* Cash credit facilities outstanding from Allahabad Bank is Rs. 166,093,515/- (Previous year Rs. 73,030,609/-) carry interest of 12.70% computed on the daily basis on the actual amount utilized, and are repayable on demand.

\* Cash credit facilities outstanding from Axis Bank Limited is Rs. 59,035,560/- (Previous year Rs. 65,582,845/-) carry interest of 12.50% computed on the daily basis on the actual amount utilized, and are repayable on demand.



## Note

	As at March 31, 2014	As at March 31, 2013
<b>7. Trade Payables</b>		
Payables to:		
Micro and Small Enterprises*	-	-
Others	<u>64,865,464</u>	<u>9,893,742</u>
<b>Total</b>	<u><b>64,865,464</b></u>	<u><b>9,893,742</b></u>

\*Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) in respect of micro and small suppliers based on the information available with the Company.

	As at March 31, 2014	As at March 31, 2013
(i) the principal amount and the interest due thereon remaining unpaid to micro and small supplier as at the end of accounting year	-	-
(ii) the amount of interest paid by the buyer under MSMED Act 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iii) the amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act 2006 not paid)	-	-
(iv) the amount of interest accrued and remaining unpaid at the end of the accounting year; and	-	-
(v) the amount of further interest due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under MSMED Act, 2006	-	-

	As at March 31, 2014	As at March 31, 2013
<b>8. Other current liabilities</b>		
Current maturities of long-term borrowings (refer note no 3)	121,374,679	105,361,464
Other payables (statutory dues)	10,689,843	13,732,794
Payable on account of employees	5,824,809	2,963,823
Creditors for capital goods	4,114,760	4,346,932
Advance from customers	52,618,529	34,755,557
Expenses payables	25,023,091	20,105,216
Interest accrued and due on borrowings (secured)	2,906,400	925,310
Unpaid dividends (equity)	<u>1,466,743</u>	<u>1,704,768</u>
<b>Total</b>	<u><b>224,018,854</b></u>	<u><b>183,895,864</b></u>

## MACHINO PLASTICS LIMITED

### Note

#### 9. Tangible asset

Description	Cost				Accumulated Depreciation				Net block
	As at 1 April 2013	Additions	Deletions/ Adjustments	As at 31 March 2014	As at 1 April 2013	For the year	Deletions/ Adjustments	As at 31 March 2014	As at 31 March 2014
Freehold land (refer note no 3 of significant accounting policy)	197,100,248	30,166,471	-	227,266,719	-	-	-	-	227,266,719
Land (lease hold)	1,144,714	-	-	1,144,714	930,279	34,685	-	964,964	179,750
Buildings	124,964,134	2,752,810	-	127,716,944	34,386,608	8,589,544	-	42,976,152	84,740,792
Plant & machinery	1,231,043,299	39,681,578	(25,209,695)	1,245,515,182	641,731,109	101,081,842	(8,918,294)	733,894,657	511,620,525
Moulds	652,692,615	-	(1,680,000)	651,012,615	626,449,044	18,642,093	(1,050,855)	644,040,282	6,972,333
Moulds on finance lease	109,046,139	-	-	109,046,139	109,046,138	-	-	109,046,138	1
Furniture, fixtures, Computers & Office equipments	38,594,857	885,777	-	39,480,634	12,732,805	2,082,016	-	14,814,821	24,665,813
Motor vehicles	11,882,619	641,858	(50,426)	12,474,051	4,855,204	1,013,820	(50,425)	5,818,599	6,655,452
<b>Total (A)</b>	<b>2,366,468,625</b>	<b>74,128,494</b>	<b>(26,940,121)</b>	<b>2,413,656,998</b>	<b>1,430,131,187</b>	<b>131,444,000</b>	<b>(10,019,574)</b>	<b>1,551,555,613</b>	<b>862,101,385</b>

#### Intangible asset

Description	Cost				Accumulated Depreciation				Net block
	As at 1 April 2013	Additions	Deletions/ Adjustments	As at 31 March 2014	As at 1 April 2013	For the year	Deletions/ Adjustments	As at 31 March 2014	As at 31 March 2014
Software (refer note no 4 of significant accounting policy)	4,902,676	-	-	4,902,676	3,594,429	421,894	-	4,016,323	886,353
<b>Total (B)</b>	<b>4,902,676</b>	<b>-</b>	<b>-</b>	<b>4,902,676</b>	<b>3,594,429</b>	<b>421,894</b>	<b>-</b>	<b>4,016,323</b>	<b>886,353</b>

<b>TOTAL (A+B)</b>	<b>2,371,371,301</b>	<b>74,128,494</b>	<b>(26,940,121)</b>	<b>2,418,559,674</b>	<b>1,433,725,616</b>	<b>131,865,894</b>	<b>(10,019,574)</b>	<b>1,555,571,936</b>	<b>862,987,738</b>
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Capital work in progress	59,738,532	81,074,792	(5,037,455)	135,775,869	-	-	-	-	135,775,869
<b>Grand total</b>	<b>2,431,109,833</b>	<b>155,203,286</b>	<b>(31,977,576)</b>	<b>2,554,335,543</b>	<b>1,433,725,616</b>	<b>131,865,894</b>	<b>(10,019,574)</b>	<b>1,555,571,936</b>	<b>998,763,607</b>

#### 9. Tangible asset

Description	Cost				Accumulated Depreciation				Net block
	As at 1 April 2012	Additions	Deletions/ Adjustments	As at 31 March 2013	As at 1 April 2012	For the year	Deletions/ Adjustments	As at 31 March 2013	As at 31 March 2013
Freehold land (refer note no 3 of significant accounting policy)	197,100,248	-	-	197,100,248	-	-	-	-	197,100,248
Land (lease hold )	1,144,714	-	-	1,144,714	895,594	34,685	-	930,279	214,435
Buildings	130,828,679	2,128,644	(7,993,189)	124,964,134	26,385,827	8,412,414	(411,633)	34,386,608	90,577,526
Plant & machinery	1,184,647,859	46,395,440	-	1,231,043,299	543,424,482	98,306,627	-	641,731,109	589,312,190
Moulds	638,891,952	13,800,663	-	652,692,615	605,492,007	20,957,037	-	626,449,044	26,243,571
Moulds on finance lease	109,046,139	-	-	109,046,139	109,046,138	-	-	109,046,138	1
Furniture, fixtures, Computers & Office equipments	36,505,516	2,089,341	-	38,594,857	10,737,187	1,995,618	-	12,732,805	25,862,052
Motor vehicles	11,341,047	1,336,374	(794,802)	11,882,619	4,524,375	977,385	(646,556)	4,855,204	7,027,415
<b>Total (A)</b>	<b>2,309,506,154</b>	<b>65,750,462</b>	<b>(8,787,991)</b>	<b>2,366,468,625</b>	<b>1,300,505,610</b>	<b>130,683,766</b>	<b>(1,058,189)</b>	<b>1,430,131,187</b>	<b>936,337,438</b>

#### Intangible asset

Description	Cost				Accumulated Depreciation				Net block
	As at 1 April 2012	Additions	Deletions/ Adjustments	As at 31 March 2013	As at 1 April 2012	For the year	Deletions/ Adjustments	As at 31 March 2013	As at 31 March 2013
Software (refer note no 4 of significant accounting policy)	4,902,676	-	-	4,902,676	3,172,535	421,894	-	3,594,429	1,308,247
<b>Total (B)</b>	<b>4,902,676</b>	<b>-</b>	<b>-</b>	<b>4,902,676</b>	<b>3,172,535</b>	<b>421,894</b>	<b>-</b>	<b>3,594,429</b>	<b>1,308,247</b>

<b>TOTAL (A+B)</b>	<b>2,314,408,830</b>	<b>65,750,462</b>	<b>(8,787,991)</b>	<b>2,371,371,301</b>	<b>1,303,678,145</b>	<b>131,105,660</b>	<b>(1,058,189)</b>	<b>1,433,725,616</b>	<b>937,645,685</b>
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Capital work in progress	15,423,062	56,732,924	(12,417,454)	59,738,532	-	-	-	-	59,738,532
<b>Grand total</b>	<b>2,329,831,892</b>	<b>122,483,386</b>	<b>(21,205,445)</b>	<b>2,431,109,833</b>	<b>1,303,678,145</b>	<b>131,105,660</b>	<b>(1,058,189)</b>	<b>1,433,725,616</b>	<b>997,384,217</b>



Note	As at March 31, 2014	As at March 31, 2013
<b>10. Long term loans and advances</b> <i>(Unsecured, considered good)</i>		
<b>To parties other than related parties</b>		
Security deposits	<u>3,309,504</u>	<u>2,828,296</u>
<b>Total</b>	<u><u>3,309,504</u></u>	<u><u>2,828,296</u></u>
	As at March 31, 2014	As at March 31, 2013
<b>11. Non current investments</b>		
<b>At Cost</b>		
12,50,000 equity shares of Rs.10 each of Caparo Maruti Limited (Unquoted - Trade) (refer note no 30)	12,500,000	12,500,000
Fixed deposits - bank with maturity for more than 12 months	<u>25,000</u>	<u>25,000</u>
<b>Total</b>	<u><u>12,525,000</u></u>	<u><u>12,525,000</u></u>
	As at March 31, 2014	As at March 31, 2013
<b>12. Inventories</b> <i>(Valued at the lower of cost or net realisable value)</i>		
Raw materials	39,719,947	38,813,842
Finished goods	19,178,296	21,610,401
Packing material	2,380,562	2,239,750
Stores and spares	<u>877,404</u>	<u>1,325,899</u>
<b>Total</b>	<u><u>62,156,209</u></u>	<u><u>63,989,892</u></u>
<b>Additional disclosure on inventory</b>		
<b>Raw material</b>		
Polyproplene	27,374,438	25,172,277
Nylon	3,902,477	6,154,297
Bought out parts	2,161,400	1,636,448
LLDPE	3,001,394	1,311,561
Master batch	291,662	983,933
ABS	792,340	783,447
Others *	<u>2,196,236</u>	<u>2,771,879</u>
	<u><u>39,719,947</u></u>	<u><u>38,813,842</u></u>
<b>Finished goods</b>	19,178,296	21,610,401
Plastic moulded components	<u>19,178,296</u>	<u>21,610,401</u>

## MACHINO PLASTICS LIMITED

### Note

#### Packing material

Corrugated boxes	1,400,478	1,519,059
Polythene & polybags	424,409	397,336
Air bubble bag	427,931	215,996
Others*	127,744	107,359
	<u>2,380,562</u>	<u>2,239,750</u>

#### Store and spares

High speed diesel	504,153	676,168
Emblem s mark, silencer IP, reinforcement ip pab hole and clips	-	220,101
Spray	109,342	149,002
Hand gloves, emery paper & tag rag	160,693	53,412
Glass marking pencil & marker	24,658	38,455
Spacer cap clutch cover	-	22,800
Housiary cutting	11,000	15,000
Cutter blade	7,180	13,143
Bar code sheet	7,200	11,200
Others *	53,178	126,618
	<u>877,404</u>	<u>1,325,899</u>

\* Others comprise several items and do not include any individual items accounting for 10% or more in total value.

	As at March 31, 2014	As at March 31, 2013
<b>13. Trade receivables</b>		
<i>(Unsecured, considered good)</i>		
Receivables outstanding for a period exceeding six months from the date they became due for payment	-	-
	-	-
Other receivables	<u>180,930,762</u>	<u>124,954,883</u>
	<u>180,930,762</u>	<u>124,954,883</u>
<b>Total</b>	<u>180,930,762</u>	<u>124,954,883</u>

**Note**

	As at March 31, 2014	As at March 31, 2013
<b>14. Cash and bank balances:</b>		
<b>Cash and cash equivalents:</b>		
Cash in hand	35,240	259,018
Balances with banks:		
Current accounts	1,422,545	16,015,802
In deposit account (with maturity of 3 months or less from the reporting date)	1,393,600	1,995,174
	<u>2,851,385</u>	<u>18,269,994</u>
<b>Other bank balances:</b>		
Earmarked balances	1,466,743	1,704,768
Fixed deposits held as margin money (for more than 3 months)*	58,000	9,448,212
Fixed deposits with maturity for more than 12 months from the reporting date	25,000	25,000
	<u>1,549,743</u>	<u>11,177,980</u>
Less - Amount disclosed under - non current assets	<u>25,000</u>	<u>25,000</u>
<b>Total</b>	<u><u>4,376,128</u></u>	<u><u>29,422,974</u></u>

\* Represents margin money against bank guarantees and letters of credit issued by bank

	As at March 31, 2014	As at March 31, 2013
<b>15. Short term loans and advances</b> <i>(Unsecured, considered good)</i>		
Advances to employees	707,643	398,037
Advances to suppliers - related party	3,697,450	3,856,339
Advances to suppliers - others	10,167,313	7,780,369
Advance income tax	9,349,449	7,254,305
Indirect taxes (includes Service tax input credit, Cenvat credit and others)	6,431,589	23,528,117
Prepaid expenses	3,444,826	2,854,935
Other loans and advances	2,822,519	1,843,662
<b>Total</b>	<u><u>36,620,789</u></u>	<u><u>47,515,764</u></u>

## MACHINO PLASTICS LIMITED

Note	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>16. Revenue from operations</b>		
Sales of manufactured goods [Gross of excise duty] (after rebates and discounts)	1,926,596,479	1,963,516,766
Less: Excise duty	<u>264,413,487</u>	<u>269,124,591</u>
Sale of finished goods (net)	1,662,182,992	1,694,392,175
<b>Other operating income</b>		
Sale of scrap & residue	<u>1,681,092</u>	<u>1,657,144</u>
	<u>1,681,092</u>	<u>1,657,144</u>
<b>Total</b>	<u><u>1,663,864,084</u></u>	<u><u>1,696,049,319</u></u>
<b>Break-up of revenue from sale of goods</b>		
Revenue sale manufactured goods	1,926,280,929	1,962,582,319
Revenue sale raw material	<u>315,550</u>	<u>934,447</u>
	<u>1,926,596,479</u>	<u>1,963,516,766</u>
	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>17. Other Income</b>		
Interest income - bank deposits	1,137,545	976,405
Profit on sale of tangible fixed assets	1,177,946	44,199
Discount Received	<u>-</u>	<u>6,596,161</u>
<b>Total</b>	<u><u>2,315,491</u></u>	<u><u>7,616,765</u></u>
	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>18. Cost of materials consumed</b>		
Opening stock of raw materials	38,813,842	41,266,764
Add: Purchases during the year	<u>1,088,490,584</u>	<u>1,104,491,062</u>
	1,127,304,426	1,145,757,826
Less: Closing stock of raw materials	<u>39,719,947</u>	<u>38,813,842</u>
Raw material consumed	<u>1,087,584,479</u>	<u>1,106,943,984</u>
<b>Total</b>	<u><u>1,087,584,479</u></u>	<u><u>1,106,943,984</u></u>





Note	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>Raw materials consumed #</b>		
Polypropylene	1,051,597,615	1,057,669,140
Bought out parts	35,986,864	48,787,795
Purchase of moulds	-	487,049
<b>Total</b>	<b>1,087,584,479</b>	<b>1,106,943,984</b>
	<b>For the year ended March 31, 2014</b>	<b>For the year ended March 31, 2013</b>
<b>19. Changes in Inventory of finished goods</b>		
Opening stock of finished goods	21,610,401	11,060,558
Closing stock of finished goods	19,178,296	21,610,401
Increase/ (decrease) in excise duty	149,763	1,175,712
	<b>(2,581,868)</b>	<b>9,374,131</b>
	<b>For the year ended March 31, 2014</b>	<b>For the year ended March 31, 2013</b>
<b>20. Operating expenses</b>		
Manufacturing expenses		
Power and fuel	108,112,277	111,853,622
Repairs to factory buildings	1,021,994	1,263,353
Repairs to machinery	22,867,528	21,662,040
Insurance	3,045,609	3,224,587
Other manufacturing services	13,042,861	21,183,737
<b>Total</b>	<b>148,090,269</b>	<b>159,187,339</b>
	<b>For the year ended March 31, 2014</b>	<b>For the year ended March 31, 2013</b>
<b>21. Employees benefits expenses</b>		
Salary and wages ^	126,929,940	118,969,608
Contributions to provident and other funds *	7,737,697	5,615,809
Staff welfare expenses	6,840,169	6,437,400
<b>Total</b>	<b>141,507,806</b>	<b>131,022,817</b>
* Includes contribution to provident and other funds for contract labour	-	-

^ Salary and wages includes managerial remuneration of Rs 4,675,200/- (previous year Rs 6,691,200/-)

## MACHINO PLASTICS LIMITED

Note	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>22. Finance cost</b>		
Interest expense on:		
- on term loan	19,001,053	15,578,274
- on buyers credit	5,332,089	10,946,680
- on cash credit	9,873,881	6,425,527
Bank charges	811,711	273,271
Cash discount & others	<u>11,982,224</u>	<u>13,307,109</u>
<b>Total</b>	<u><u>47,000,958</u></u>	<u><u>46,530,861</u></u>
	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>23. Depreciation and amortization expenses</b>		
Tangible assets	131,444,000	130,683,766
Intangible assets	<u>421,894</u>	<u>421,894</u>
<b>Total</b>	<u><u>131,865,894</u></u>	<u><u>131,105,660</u></u>
	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>24. Other Expenses</b>		
<b>Administrative general expenses</b>		
Subscriptions membership fees	165,323	333,102
Packing, freight and forwarding	114,150,286	116,279,528
Discount / Settlement	8,162,000	-
Foreign exchange difference loss	60,793	-
Telephone and postage	1,552,395	1,340,580
Printing and stationery	1,322,429	1,398,475
Retainership expenses (IT)	-	600,000
Travelling conveyance	3,550,473	3,421,598
Legal professional charges	4,247,486	3,085,947
Insurance expenses	167,123	82,065
Repairs maintenance expenses	2,600,870	2,286,080
Vehicle running expenses	1,710,210	1,452,764
Rent	1,750,520	1,592,312
Rates and taxes	25,332	41,399
Safety security expenses	5,005,204	4,582,269
Auditor`s remuneration		
statutory audit fees	617,500	475,000
tax audit fees	149,500	115,000



other services	109,200	84,000
Directors sitting fees	315,000	322,000
Donations subscriptions	1,247,250	940,883
Books periodicals	43,235	58,848
Other administrative general expenses	1,013,138	1,292,809
	<u>147,965,267</u>	<u>139,784,659</u>
<b>Selling and distribution expenses</b>		
Advertising promotional expenses	444,091	440,456
Commission paid other selling agents	-	210,000
	<u>444,091</u>	<u>650,456</u>
<b>Write off assets and liabilities</b>		
Loss on sale of tangible fixed assets	907,933	6,948,056
	<u>907,933</u>	<u>6,948,056</u>
<b>Total</b>	<u>149,317,291</u>	<u>147,383,171</u>

	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>25. Prior period items</b>		
Director remuneration	<u>(2,016,000)</u>	-
	<u>(2,016,000)</u>	-
<b>26. Contingent liabilities and commitments (to the extent not provided for):</b>		
(i) Contingent liabilities not provided for		
a) Demand under the Central Excise Act of Rs. 111,535,494/- (Previous year Rs. 111,535,494/-).		
b) Demand under the Income Tax Act of Rs. 1,646,435/- (Previous year Rs. 13,079,410/-).		
c) Demand under the Sales Tax Act of Rs.621,691/- (Previous year Nil).		
(ii) Guarantees		
In respect of bank guarantees: Rs.1,558,000/- (Previous year Rs. 1,500,000/-)		
(iii) Commitments		
Estimated amount of contracts, remaining to be executed on capital account (net of advances) Rs.3,581,597/- (Previous year Rs. 17,975,216/-).		
<b>27. During the year ended 31<sup>st</sup> March 2009 company has revalued its land (free hold) by rupees Rs. 149,621,982/- substituting its historical cost of Rs 47,253,018/- by revalued amount of Rs. 196,875,000/-. The said revaluation was done by an external valuer using comparable method.</b>		
<b>28. (i) <u>Contribution to defined benefit plan</u></b>		
The company has a defined benefit gratuity plan, Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with "Life Insurance Corporation" in the form of a qualifying insurance policy.		

## MACHINO PLASTICS LIMITED

### CHANGES IN PRESENT VALUE OF OBLIGATION

As of	31-03-2014	31-03-2013
Present value of obligation at the beginning	7,352,373	6,062,683
Interest cost	641,194	491,675
Current Service cost	1,575,621	1,374,559
Benefits paid	(612,572)	(205,951)
Actuarial(gain)/loss on obligation	(81,272)	(370,593)
Present value of obligation at the end	8,875,345	7,352,373

### CHANGES IN PRESENT VALUE OF PLAN ASSETS

As of	31-03-2014	31-03-2013
Fair Value of Plan Assets at the beginning	7,005,960	5,640,628
Expected Return of Plan Assets	678,684	553,796
Contributions	1,470,460	1,056,567
Withdrawal	(612,572)	(205,951)
Actuarial(Gain)/Loss of Plan Assets	(94,963)	(39,080)
Fair Value of Plan Assets at the end	84,47,569	7,005,960

### FAIR VALUE OF PLAN ASSETS

As of	31-03-2014	31-03-2013
Fair Value of Plan Assets at the	7,005,960	5,640,628
Actual Return on Plan Assets	583,721	514,716
Contributions	1,470,460	1,056,567
Withdrawal	(612,572)	(205,951)
Fair Value of Plan Assets at the end	8,447,569	7,005,960
Present Value of obligation at the end	8,875,345	7,352,373

### ACTUARIAL GAIN/LOSS RECOGNISED

As of	31-03-2014	31-03-2013
Actuarial Gain(Loss) on obligations	81,271	370,593
Actuarial Gain/(Loss) on Plan Assets	(94,963)	(39,080)
Total Gain/(Loss)	13,692	331,513
Actuarial Gain/(Loss) Recognised	13,692	331,513

### AMOUNT TO BE RECOGNISED IN THE BALANCE SHEET

As of	31-03-2014	31-03-2013
Fair Value of Plan Assets at the end	8,875,345	7,005,960
Present Value of obligation at the end	8,447,569	7,352,373
Net Assets/(Liability) recognized in the Balance Sheet	(427,776)	(346,413)



## EXPENSES RECOGNISED IN THE STATEMENT OF PROFIT AND LOSS

As of	31-03-2014	31-03-2013
Current Service Cost	1,575,621	1,374,559
Interest Cost	641,194	491,675
Expected return on Plan Assets	(678,684)	(553,796)
Actuarial Gain/(Loss) recognized	13,692	331,513
Expenses Recognized in the statement of Profit and Loss	1,551,823	980,925

## KEY ASSUMPTIONS

As of	31-03-2014	31-03-2013
Mortality Table	IAL 2006-08 Ultimate	IAL 2006-08 Ultimate
Imputed Rate of Interest	09.10% p.a.	08.25% p.a.
Salary Rise (Gurgaon Plant)	10.00% p.a.	10.00% p.a.
Salary Rise (Manesar Plant)	10.00% p.a.	07.00% p.a.
Return on Plan Assets (Gurgaon Plant)	09.15% p.a.	09.15% p.a.
Return on Plan Assets (Manesar Plant)	09.00% p.a.	09.00% p.a.
Remaining Working Life (Gurgaon Plant)	16.82 years	18.70 years
Remaining Working Life (Manesar Plant)	23.98 years	25.06 years

\* The estimates of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, per motion and other relevant factors including supply and demand in the employment market.

### (ii) Contribution to defined contribution plan

As of	31-03-2014	31-03-2013
Provident Fund	5,754,367	4,244,173

29. Other income includes interest received Rs. 1,137,545/- (previous year Rs. 976,405/-), tax deducted thereon is Rs. 74,251/- (previous year Rs. 97,652/-), Profit on sale of fixed assets Rs.1,177,946/- (Previous year 44,199/-), Gain from Foreign Fluctuation Rs. 35,871/- (Previous year Nil), Discount received Rs. Nil (Previous year Rs.6,596,161/-).
30. The company had made Investment of Face Value of Rs.12,500,000/- in equity shares of Caparo Maruti Limited. The investee company has disputed the shareholding of the Company. The company has filed a petition to Hon'ble Company Law Board, who gave company an option to sell shares to majority shareholders after valuation to make an exit. The Company filed an appeal in the Hon'ble Delhi High Court which dismissing company's appeal upheld Company Law Board order thereafter SLPs were preferred against the orders of the Hon'ble High Court of Delhi before the Hon'ble Supreme Court of India by both the parties. The matter is still sub-judice.
31. The Hon'ble High Court of Punjab and Haryana has awarded enhanced compensation to land looser in respect of land acquired by HSIIDC, A Government Agency, from whom the company has purchased on 16<sup>th</sup> March 2005, four acres of land for its factory at Manesar. In turn HSIIDC has demanded a sum of

## MACHINO PLASTICS LIMITED

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Rs.42,320,250/- in respect of land allotted to the company. IMT Manesar Association has filed petition in the Hon'ble High Court of Punjab and Haryana challenging the demand of behalf of industries at Manesar. The Hon'ble High Court has directed allottees, to deposit 60% of demanded amount, pending final judgement. The company has paid Rs. 29,838,112/- including interest and the said enhancement has formed the cost of free hold land at Manesar.

32. The company is exclusively engaged in the business of manufacturing plastic moulded parts for automotive, appliances and industrial application and allied products, which is considered as the only reportable segment referred to in statement on Accounting Standard (AS) -17 "Segmental Reporting". The geographical segmentation is not relevant, as there is insignificant export.
33. Information as required by Accounting Standard – (AS) - 18 "Related Parties Disclosures" as follows:

**List of related parties:**

**a. Associate companies**

Maruti Suzuki India Limited  
Suzuki Motor Corporation, Japan

**b) Enterprises over which key management personnel  
And their relatives are able to exercise significant influence**

Machino Motors Private Limited  
Machino Techno Sales Limited  
Machino Transport Private Limited  
Machino Finance Private Limited  
Machino Media Private Limited  
Machino Auto Comp Limited  
Machino Auto Comp Tooling Private Limited  
Machino Polymers Limited  
Rajiv Exports Industries Private Limited  
Grandmaastters Mold Limited  
Pranaa Plastics Limited

**c. Key management personnel & relatives**

Mr M.D.Jindal	-	Chairman
Mr Sanjiivv Jindall	-	Managing Director cum Vice Chairman & Son of Chairman
Mrs Kamla Jindal	-	Spouse of Chairman
Mrs Sarita Jindal	-	Spouse of Managing Director
Mr Aditya Jindal	-	Executive Director & Son of Managing Director
Ms Simta Jindal	-	Daughter of Managing Director



**Details of related party transactions are as follows:**

Name of Related Party	Nature of Transaction	Current Year (Rs)	Previous Year (Rs)
<b>Receipts</b>			
Maruti Suzuki India Limited	Sale of Goods / Moulds	1,685,871,634	1,415,711,265
Machino Polymers Limited	Car loan	Nil	216,763
Grandmaastters Mold Limited	Sale of Goods	Nil	2,949,611
Grandmaastters Mold Limited	Excise	166,256	1,838,435
Grandmaastters Mold Limited	TDS	281,274	181,801
Machino Polymers Limited	Receipt of cash discount	Nil	5,065,265
Sanjiivv Jindal	Recovery of excess remuneration	2,016,000	Nil
<b>Payments</b>			
Machino Polymers Limited	Purchase of raw materials	272,597,167	275,500,757
Machino Polymers Limited	TDS	Nil	1,023,680
Grandmaastters Mold Limited	Purchase of moulds & Conversion charges	4,013,566	16,961,498
Maruti Suzuki India Limited	Payment of cash discount	12,700,648	12,590,428
Maruti Suzuki India Limited	Excise duty (on FOC material)	15,33,083	9,79,504
Mrs. Kamla Jindal	Rent	330,000	330,000
Mr. M.D. Jindal	Sitting fees	84,000	70,000
Dr. Sanjiivv Jindal	Remuneration	4,675,200	6,691,200
Mrs. Sarita Jindal	Salary	594,000	588,204
Mr. Aditya Jindal	Salary	3,000,000	2,400,000
Miss Simta Jindal	Salary	720,000	588,000
<b>Outstanding balance as on 31st March,14</b>			
Grandmaastters Mold Limited	(Payable)/ Receivable	3,697,450	3,856,339
Maruti Suzuki India Limited	Receivable	111,841,821	49,298,133
Machino Polymers Limited	(Payable)/ Receivable	(38,408,333)	(4,250,495)

**34. As per Accounting Standard (AS) - 20 on "Earning Per Share" (EPS), the particulars of EPS for equity shareholders are as below:-**

Sr. No.	Particulars	Current Year (Rs)	Previous Year (Rs)
(i)	Net Profit / (Loss) as per profit & loss account (Rs.)	<b>(24,136,575)</b>	<b>(13,273,888)</b>
(ii)	Average no. of equity shares used as denominator for calculating EPS	<b>6,136,800</b>	<b>6,136,800</b>
(iii)	EPS ( Basic and diluted) (Rs.)	<b>(3.93)</b>	<b>(2.16)</b>
(iv)	Face value of each equity share(Rs.)	<b>10</b>	<b>10</b>



## MACHINO PLASTICS LIMITED

35. Pursuant to clause ix (c) of section 227(4A) of the companies Act, 1956, the details of disputed dues are as follow.

Name of Statue	Nature of the dues	Amount	Amount deposit under protest	Period	Forum where Dispute is pending
The Central Excise Act,1944	Excise duty	74,743,777	Nil	October , 99 to September,04	Commissioner of Central Excise, Delhi-III
The Central Excise Act,1944	Excise duty	18,706,867	Nil	October , 04 to September,05	Commissioner of Central Excise, Delhi-III
The Central Excise Act,1944	Excise duty	2,258,355	Nil	F.Y. 2003-04 & 2004-05	Central Excise Depart , Gurgaon Range
The Central Excise Act,1944	Excise duty	15,826,495	Nil	F.Y. 2005-06 & 2006-07 (up to May 2006)	Central Excise (Service) Depart, Gurgaon Range
The Income Tax Act, 1961	Income Tax	1,646,435	Nil	F.Y. 2009-10	Commissioner of Income Tax (Appeals), New Delhi

36. Unhedged Foreign Currency Exposure

Particulars of unhedged foreign currency exposure as at the Balance Sheet date	Amount in Foreign Currency			Amount in Indian Currency (Rs)	
	Currency	Current Year	Previous Year	Current Year	Previous Year
Payables	USD	498,753	4,745,904	29,748,771	257,863,972

37. Consumption of imported and indigenous raw materials and percentage of total consumption

Particulars	Current year		Previous year	
	Value (Rs)	% of Total Consumption	Value (Rs)	% of Total Consumption
Indigenous	1,047,753,416	96.39	1047,246,286	94.61
Imported	39,233,058	3.61	59,697,698	5.39

38. C.I.F. value of imports

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Raw materials	35,657,727	47,738,855
Components and spare parts	605,293	808,127
Capital Goods	298,651,109	51,129,735



### 39. Expenditure in foreign currency

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Travelling expenses	1,196,410	503,339
Technical fees paid	Nil	Nil
Interest on buyers' credit	3,015,198	9,154,144

### 40. Earning in foreign exchange

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Export sales	3,216,449	520,595
Advance received against moulds	9,177,160	29,455,796

### 41. Remittance in foreign exchange towards dividends

Particulars	Current Year	Previous Year
Number of non - resident shareholders	1	1
Shares held – Equity Shares of Rs. 10 each	941,700	941,700
Dividend remitted during the year	Nil	Nil

42. The figures are adjusted to the nearest rupee and figures for previous year have been regrouped / rearranged to confirm to the classification in the current year.

As per our report of attached

For **Goel Garg & Co.**  
Chartered Accountants  
FRN NO. 000397N

For and on behalf of the Board

Sd/-  
**Ashok Kumar Agarwal**  
Partner  
M.NO. 084600

Sd/-  
**Sanjiv Jindal**  
Managing Director

Sd/-  
**Aditya Jindal**  
Chief Financial  
Officer

Sd/-  
**R. Krishnan**  
Director

Sd/-  
**Surya Kant Agrawal**  
General Manager (F)  
Company Secretary

Place : Gurgaon  
Dated : 26<sup>th</sup> May, 2014



## PROXY FORM

### Machino Plastics Ltd.

Registered Office:

Plot No. 3, Maruti Joint Venture Complex,  
Delhi Gurgaon Road, Udyog Vihar,  
Phase-IV, Gurgaon-122015 (Haryana)

\*DP Id \_\_\_\_\_

Regd. Folio No. \_\_\_\_\_

\*Client Id \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_ in the district  
of \_\_\_\_\_ being a Member/Members of the above mentioned company hereby  
appoint \_\_\_\_\_ of \_\_\_\_\_ in the  
district of \_\_\_\_\_ as my /our proxy to vote for me / us on my / our behalf at the 29<sup>th</sup>  
Annual General Meeting of **MACHINO PLASTICS LIMITED** to be held at GIA House, IDC Opp. Sector-14, Mehrauli  
Road, Gurgaon-122001 (Haryana) on Tuesday 12<sup>th</sup> August , 2014, at 11.30 a.m. and any adjournment thereof.

Date \_\_\_\_\_



\*Applicable for investors holding shares in electronic form.

Note: The Proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours  
before the time of holding the aforesaid meeting.

## ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall.

Name of attending member \_\_\_\_\_

\_\_\_\_\_ (IN BLOCK LETTERS)

Member's Folio Number \_\_\_\_\_ No. of Shares Held \_\_\_\_\_

\*DP Id \_\_\_\_\_

\*Client Id \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(IN BLOCK LETTERS)

(to be filled in if the Proxy attends the meeting instead of the Members)

I, hereby record my presence at the 29<sup>th</sup> Annual General Meeting of **MACHINO PLASTICS LIMITED** held on Tuesday  
12<sup>th</sup> August, 2014, at 11.30 a.m. at GIA House, IDC Opp. Sector-14, Mehrauli Road, Gurgaon-122 001 (Haryana) and  
at any adjournment thereof.

Member's/Proxy's Signature  
(to be signed at the time of handing over the Slip)