



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting of the members of M/s Machino Plastics Limited will be held on Tuesday, the 29th September, 2020 at 11:00 a.m. at GIA House, IDC Opp. - Sector-14, Mehrauli Road, Gurugram-122001 (Haryana), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2020, Profit and Loss Account and Cash Flow Statement for the year ended on that date and report of auditors and directors thereon and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT financial statements of the company as on 31st March, 2020 which includes the Balance Sheet as on 31st March, 2020, Profit and Loss Account and Cash Flow Statement of the company for the financial year 2019-20 along with the Directors’ Report and Auditors’ Report thereon be and is hereby received, considered, approved and adopted.”

2. To appoint a director in place of Mr. Sanjiivv Jindall who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Kazunari Yamaguchi 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 provisions of Section 2(78), 2(94), 188, 196, 197, 198, 203 and all other applicable provisions 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 the members be and are hereby accorded for reappointment of Mr. Sanjiivv Jindall, Whole Time Director-Strategy of the Company for a period of three years with effect from 1st April 2020, terminable with one month notice from either side, as per the terms and conditions mentioned below:

REMUNERATION:

Basic Salary : Rs. 5, 00,000 per month

Commission : 1% of profit

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, contribution to NPS equal to 10% of his basic salary, 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 approval is accorded that in the event of absence or inadequacy of profits, Mr. Sanjiivv Jindall shall be paid above remuneration as minimum remuneration notwithstanding any limits specified under Schedule-V of the Companies Act, 2013 or any other law and including any statutory modifications thereof for the time being in force or such other remuneration as may be permissible under 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 for acting on behalf of the company in any manner, the Board of Directors of the Company or any committee thereof such as Nomination and Remuneration, be and is hereby authorized to do all such acts and also increase the remuneration and/or perquisites to the Whole Time Director-Strategy 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 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 2(78), 2(94), 188, 196, 197, 198, 203 and all other applicable provisions 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 the members be and are hereby accorded for reappointment of Mr. Aditya Jindal, Chairman and the Managing Director of the Company for a period of three years with effect from 1st April 2020, terminable with one month notice from either side, as per the terms and conditions mentioned below:

REMUNERATION:

Basic Salary : Rs.5, 00,000 per month

Commission : 1% of profit

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, contribution to NPS equal to 10% of his basic salary, 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 approval is accorded that in the event of absence or inadequacy of profits, Mr. Aditya Jindal shall be paid above remuneration as minimum remuneration notwithstanding any limits specified under Schedule-V of the Companies Act, 2013 or any other law and including any statutory modifications thereof for the time being in force or such other remuneration as may be permissible under 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 for acting on behalf of the company in any manner, the Board of Directors of the Company or any committee thereof such as Nomination and Remuneration, be and is hereby authorized to do all such acts and also increase the remuneration and/or perquisites to the Chairman and 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 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.

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

“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provision of section 188 of the Companies Act, 2013(“Act”) read with the Companies (Meeting of the Board and its Powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Policy on materiality of related parties’ transaction and all other Act and Rules for the time being in force as may be applicable on the company, the approval of the members be and is hereby accorded for such related parties transactions as requiring company approval for the purchase/sale of goods or services, advances resulting in debit or credit balances in the books of the company as per list given below for the year 2019-20 and for the year 2020-21 and each of the succeeding years, unless specified differently, elsewhere and that this approval covers all such approvals as may be required under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such laws and regulations as may be applicable to the company for the financial year 2019-20, 2020-21 and thereafter for each financial year.



DETAILS OF RELATED PARTY TRANSACTIONS FOR THE YEAR ENDED 31ST MARCH 2020 AND FOR YEAR 2020-21

NAME OF RELATED PARTY	NATURE OF TRANSACTION	2019-20	For 2020-21
		Year Ended (Rs.)	Year Ended (Rs.)
Maruti Suzuki India Limited	Sale of Goods / Moulds	2,72,30,89,129	4,08,46,33,694
Suzuki Motor Gujarat Pvt Ltd	Sale of Goods	14,98,24,761	22,47,37,142
Suzuki Motor Cycles India Private Limited	Sale of Goods	16,82,101	25,23,152
Grandmaastters Mold Limited	Sale of Raw Material	6,47,908	9,71,862
Machino Polymers Limited	Purchase of Raw Materials	55,30,80,711	82,96,21,067
Grandmaastters Mold Limited	Purchase of material	21,28,863	31,93,295
Maruti Suzuki India Limited	Payment of cash discount	65,684	98,526
Maruti Suzuki India Limited	GST (on FOC material)	15,89,071	23,83,607
Mr. Sanjiiv Jindal	Remuneration	73,20,000	73,20,000
Ms. Sarita Jindal (Retired on 30 th November, 2019)	Remuneration	3,96,000	Nil
Mr. Aditya Jindal	Remuneration	65,88,000	73,20,000
*Mr. Surya Kant Agrawal(Retired on 29 th February, 2020) Retainership Fees w.e.f 1 st March, 2020)	Remuneration	6,019,074	3,887,400
*Mr. Ravinder Hooda (Appointed on 11 th February,2020)	Remuneration	1,85,545	16,30,000
*Ms. Reetika Pant (Appointed on 1 st March, 2020)	Remuneration	37,264	5,00,000
Maruti Suzuki India Ltd., Suzuki Motor Corporation, Japan and other Promoters	Dividend	45,12,106	45,12,106

*Remuneration of Mr. Ravinder Hooda and Ms. Reetika Pant from the date of appointment as KMP. Company has paid remuneration as employee Rs14.78lacs and Rs.3.97lacs to Mr. Ravinder Hooda and Ms. Reetika Pant respectively for the financial year 2019-20. Mr. Surya Kant Agrawal has ceased to be Company Secretary with effect from 1st March, 2020 and his remuneration is as an Advisor.

Above Remuneration includes retirement benefit also.

By order of the Board of Director

Sd/-

Aditya Jindal

Chairman cum Managing Director

DIN:01717507

**Place : Gurugram
Date : 25th June, 2020**

NOTES

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

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

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

- 1A. • In view of current situation i.e. Covid -19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country. For shareholders who are unable to attend the meeting physically, the Company also provides an additional facility of Video Conferencing (VC) or Other Audio Visual Means (OAVM) to attend the 35th Annual General Meeting ("AGM").
- National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 35th AGM through VC/OAVM Facility and e-Voting during the 35th AGM.
 - Members may join the 35th AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders login by using the remote e-voting

credentials. The link for VC/OAVM will be available in shareholder login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

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 demat and share transfer books of the company will remain closed on 29th September, 2020 being the record date.
7. Your company has not declared any dividend during Financial Year 2011-12 and 2012-13.
8. Members are requested to notify immediately any change in their email address along with PIN code numbers to the company or the share transfer agent of the company (M/s Alankit Assignments Limited, 3E/7, Jhandewalan Extension, New Delhi-110055).
9. Individual shareholders can take the facility of nomination. For further detail in this regard shareholders may contact Share Transfer Agent or their respective depository participant.
10. The shares of the company are transacted in compulsory dematerialize form. Shareholders are requested to convert their shares in Demat format at the earliest possible.
11. Members are requested to quote their Demat account / folio no. in all correspondence with the company.
12. MCA (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allows service of documents to shareholders through



electronic mode. Thus companies can now send various documents i.e. Notices convening General Meetings, Audited Financial Statements, Directors' Report, and Auditors' Report etc. to its shareholders through electronic mode to the registered e-mail addresses of shareholders.

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

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

13. As per SEBI circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013, which encourages usage of electronic modes of payment i.e., ECS/ NECS/NEFT, etc. for making cash payments to the investors. Therefore the investors are requested to provide/update their bank account details with Registrar and Transfer Agent, Alankit Assignments Limited, Alankit Heights, 3E/7 Jhandewalan Extension, New Delhi, 110055 at alankit@alankit.com or with Machino Plastics Ltd. at sec.legal@machino.com so that dividend can be remitted to the credit of their bank account through ECS facility, provided such facility is available in your locality.

14. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, read with Secretarial Standard on General Meetings, the Company is pleased to provide members' facility to exercise their right to vote on resolutions proposed to be considered at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("AGM") ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 26th September, 2020 (09:00 a.m.) and ends on 28th September, 2020 (05:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 22nd September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
1. Open email and open PDF file viz; **"Machino Plastics Limited remote e-voting.pdf"** with your Client ID (In case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
 2. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 3. Click on Shareholder - Login
 4. Put user ID and password as initial password noted in step (i) above. Click Login.
 5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

7. Select “EVEN” of “Machino Plastics Limited”.
Note: e-voting shall not be allowed beyond said time.
 8. Now you are ready for remote e-voting as Cast Vote page opens.
 9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 10. Upon confirmation, the message “Vote cast successfully” will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to atimakhanna@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM:
EVEN (Remote e-voting Event Number)
USER ID
PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. 1 to Sl. No. 12 above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date on 22nd September, 2020.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 22nd September, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or jksingla@alankit.com
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Ms. Atima Khanna, Practicing Company Secretary, Proprietor of M/s. A. K. & Associates, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not



in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.machino.com immediately and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

EXPLANATORY STATEMENT TO ITEM NO. 4

Mr. Sanjiivv Jindall, the Whole Time Director-Strategy of the Company has been reappointed for a period of three years with effect from 1st April 2020.

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 11th February, 2020 approved the re-appointment and remuneration of Mr. Sanjiivv Jindall, Whole Time Director-Strategy for period of three years w.e.f 1st April, 2020.

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

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

STATEMENT GIVING INFORMATION REQUIRED UNDER PART II, SECTION II (iv) TO THE SCHEDULE V OF THE COMPANIES ACT, 2013 FOR PAYMENT OF REMUNERATION TO MR. SANJIIVV JINDALL, WHOLE TIME DIRECTOR-STRATEGY

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

(Rs. in Lacs)

	2019-20	2018-19
Income from operations	24200.91	30287.20
Profit/(Loss) before tax	(850.94)	11.59
Dividend		61.37

5. Foreign investments or collaborators, if any.

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

II. INFORMATION ABOUT THE APPOINTEE i.e., MR. SANJIIVV JINDALL

1. Background Details:

Mr. Sanjiivv Jindall, the Whole Time Director-Strategy aged 63 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 1st April, 2017 was Rs. 5,00,000/- per month as per schedule V.

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 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 Whole Time Director-Strategy 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. 5, 00,000 per month

Commission : 1% of profit

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, contribution to NPS equal to 10% of his basic salary, 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.”

D. OTHER TERMS AND CONDITIONS

In the event of absence or inadequacy of profits, Mr. Sanjiivv Jindal, the Whole Time Director-Strategy 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 Whole Time Director-Strategy 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 Whole Time Director-Strategy 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 son Mr. Aditya Jindal is Chairman cum Managing Director of the company at a salary of Rs.5, 00,000/- p.m.

III. OTHER INFORMATION

1. Reason of loss or inadequate profits

The expenses have increased due to inflation whereas the volumes has not increased. 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 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 2019-20

EXPLANATORY STATEMENT TO ITEM NO. 5

Mr. Aditya Jindal, Chairman and the Managing Director of the Company has been reappointed for a period of three years with effect from 1st April 2020.

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 11th February, 2020 approved the re-appointment and remuneration of Mr. Aditya Jindal, Chairman and the Managing Director for period of three years with effect from 1st April 2020.

Your directors recommend the special resolution as set out in item no.5 for your approval.

Except Mr. Sanjiivv Jindal, Whole Time Director-Strategy who is related to Mr. Aditya Jindal and Mr. Aditya Jindal himself, no other directors are interested in this resolution.

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

I. GENERAL INFORMATION:

1. Nature of Industry

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

2. Date or expected date of commencement of commercial production

The Company is already in production since Dec, 1987.

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



Not applicable, as the Company is an existing one.

4. Financial performance based on given indicators

(Rs. In Lacs)

	2019-20	2018-19
Income from operations	24200.91	30287.20
Profit / (Loss) before tax	(850.94)	11.59
Dividend		61.37

5. Foreign investments or collaborators, if any.

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

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

1. Background Details:

Mr. Aditya Jindal, the Chairman and the Managing Director, aged 33 years, has completed his Bachelor of Science in Chemical Engineering from University of Michigan, Ann Arbor. He joined the company in 2009 as vice president.

2. Past Remuneration

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

3. Recognition and Awards

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

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

4. Job Profile and his suitability

The job profile of the Chairman and 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 all matters concerning production planning, manufacture, finance, administration and such other duties and services as entrusted by the Board of Directors.

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

5. Remuneration proposed

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, contribution to NPS equal to 10% of his basic salary, 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."

D. OTHER TERMS AND CONDITIONS

In the event of absence or inadequacy of profits, the Chairman and 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 with respect to the country of his origin)

The remuneration proposed to be paid to the Chairman and 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 Chairman and the Managing Director and his shareholding, the appointee is also a director and shareholder in M/s. Grandmaastters Mold Limited (GML), a mould and spares supplier to the company. His father Mr. Sanjiivv Jindal is a Whole Time Director-Strategy, of the company at a salary of Rs.5, 00,000/- p.m.

III. OTHER INFORMATION

1. Reason of loss or inadequate profits

The expenses have increased due to inflation whereas the volumes has not increased. 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 business.

MACHINO PLASTICS LIMITED

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 2019-20.

EXPLANATORY STATEMENT TO ITEM NO. 6

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

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

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

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

- Mr. Aditya Jindal, Chairman cum Managing Director of the company
- Mr. Sanjiivv Jindall, Whole Time Director-Strategy of the company
- Mr. A K Tomer, Maruti Suzuki India Limited as a Nominee Director
- Mr. Kazunari Yamaguchi, Suzuki Motor Corporation as a Nominee Director

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

its inception.

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

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

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

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

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



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

Director	Brief Resume	Hold Directorship in other Co's	Membership in Committee	Shares Held
Mr. Sanjiiv Jindall	Mr. Sanjiiv Jindall, the Whole Time Director-Strategy aged 63 years, has completed his Doctorate (Ph.D) from Pacific Western University, U.S.A in Marketing and MBA in Marketing from International Management Institute, Delhi and is a commerce graduate from St. Xavier's College, Calcutta. He has rich experience in the field of plastic moulding and marketing and is associated with the company since its inception.	Grandmaastters Mold Ltd. Pranna Plastics Ltd. Machino Transport Pvt. Ltd.	Audit Committee Stakeholder Relationship Committee Nomination and Remuneration Committee Share Transfer Committee (Above mentioned membership is in Machino Plastics Limited)	5,61,802
Mr. Aditya Jindal	Mr. Aditya Jindal, Chairman cum Managing Director aged 33 years, has completed his Bachelor of Science in Chemical Engineering from University of Michigan, Ann Arbor.	Machino Transport Pvt. Limited Grandmaastters Mold Limited Pranna Plastics Limited Machino Plastics Becharaji Limited Machino Engineering Limited w.e.f 20 th May, 2020	Share Transfer Committee (Above mentioned membership is in Machino Plastics Limited)	6,49,401
Mr. Kazunari Yamaguchi	Mr. Kazunari Yamaguchi, aged 57 years, is Graduated from Department of Agricultural Engineering, Faculty of Agriculture, Kagoshima university in May 1986. He was appointed in the meeting of board of directors of the company held on 28 th February, 2018 and he is not related to director, manager and key managerial personnel of the company. Being a nominee director of Suzuki Motor Corporation, he does not receive any sitting fee or remuneration from the company.	Suzuki Motor Gujarat Private Limited Manesar Steel Processing(India) Private Limited	Corporate Social Responsibility Committee (Above mentioned membership is in Suzuki Motor Gujarat Private Limited)	Nil

MACHINO PLASTICS LIMITED

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

(In pursuance of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2)

Name of the Director	Mr. Sanjiivv Jindall
DIN	00017902
Date of Birth & age	28.06.1957 and 63 years
Qualification	He 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.
Experience and Expertise	He is Whole Time Director-Strategy of the company; he joined the company since inception. He is involved in 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.
Remuneration proposed to be paid	Basic Salary: Rs. 5,00,000/- per month along with provident fund and other retirement benefits as per schedule V.
Date of first appointment on the Board	01.07.1987
Number of Board Meetings attended during the year	6
Directorships held in other companies as on 31.03.2020	Machino Transport Private Limited Grandmaastters Mold Limited Pranna Plastics Limited
Board Membership of Listed Companies as on March 31, 2020	NIL
Chairman/ Membership of the Committee held in other companies as on 31.03.2020	NIL
Number of Shares held in the Company as on March 31, 2020	5,61,802 Equity Shares
Relationship with other directors, manager and other Key Managerial Personnel of the company	Father of Mr. Aditya Jindal, Chairman cum Managing Director
Terms and Conditions of re-appointment	The board in its meeting held on 11 th February, 2020 approved the re-appointment of Whole Time Director-Strategy, subject to the approval of shareholders in Annual General Meeting to be held on Tuesday, The 29 th September, 2020.



Name of the Director	Mr. Aditya Jindal
DIN	01717507
Date of Birth & age	18.05.1987 and 33 years
Qualification	Bachelor of Science in Chemical Engineering from University of Michigan, Ann Arbor.
Experience and Expertise	He is Chairman cum Managing Director of the company; he joined the company in 2009 as vice president. He is involved in 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.
Remuneration proposed to be paid	Basic Salary: Rs.5,00,000/- per month along with provident fund and other retirement benefits as per schedule V.
Date of first appointment on the Board	01.02.2016
Number of Board Meetings attended during the year	6
Directorships held in other companies as on 31.03.2020	Machino Transport Private Limited Grandmaastters Mold Limited Pranna Plastics Limited Machino Plastics Becharaji Limited
Board Membership of Listed Companies as on March 31, 2020	NIL
Chairman/ Membership of the Committee held in other companies as on 31.03.2020	NIL
Number of Shares held in the Company as on March 31, 2020	649,401 Equity Shares
Relationship with other directors, manager and other Key Managerial Personnel of the company	Son of Mr. Sanjiivv Jindall, Whole Time Director-Strategy
Terms and Conditions of re-appointment	The board in its meeting held on 11 th February, 2020 approved the re-appointment of Chairman cum Managing Director, subject to the approval of shareholders in Annual General Meeting to be held on Tuesday, The 29 th September, 2020.

MACHINO PLASTICS LIMITED

Name of the Director	Mr. Kazunari Yamaguchi
DIN	07961388
Date of Birth & age	11.01.1963 and 57 years
Qualification	Graduated from Department of Agricultural Engineering, Faculty of Agriculture, Kagoshima university in May 1986.
Experience and Expertise	Mr. Kazunari Yamaguchi is the nominee director of the Company on behalf of Suzuki Motor Corporation, Japan. He is a director (production) on the board of Maruti Suzuki India Ltd.
Remuneration proposed to be paid	NA
Date of first appointment on the Board	28.02.2018
Number of Board Meetings attended during the year	2
Directorships held in other companies as on 31.03.2020	2
Board Membership of Listed Companies as on March 31, 2020	Maruti Suzuki India Ltd
Chairman/ Membership of the Committee held in other companies as on 31.03.2020	Risk Management Committee. (Above mentioned membership is in Maruti Suzuki India Limited)
Number of Shares held in the Company as on March 31, 2020	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the company	Not related to any director
Terms and Conditions of re-appointment	As the resolution passed by the shareholders of the company on Annual General Meeting held on 1 st September, 2018, Mr. Kazunari Yamaguchi has been appointed as Director, liable to retire by rotation.

Place: Gurugram
Date: 25th June, 2020

By order of the Board of Directors
Sd/-
Aditya Jindal
Chairman cum Managing Director
DIN: 01717507



MACHINO PLASTICS LIMITED

CIN:L25209HR2003PLC035034

Plot No. 3, Maruti Joint Venture Complex, Udyog Vihar – IV, Gurugram-122015, Haryana

ATTENDANCE SLIP

DP ID/CLIENT ID :
Name of shareholder :
Address :
City :
Pin :
Jt1 :
Jt2 :
No. of Shares :

I, hereby record my presence at the 35th Annual General Meeting of MACHINO PLASTICS LIMITED held on Tuesday the 29th September, 2020 at 11:00 a.m. at GIA House, IDC Opp. Sector 14, Mehrauli Road, Gurugram-122001 (Haryana) and at any adjournment thereof.

Member's Folio/DP ID-Client-ID Member's/ Proxy's name in Block Letters Member's/Proxy's Signature

Particulars for Remote e-Voting through Electronic means

EVEN (e-Voting Event Number)	USER ID	PASSWORD/PIN



MACHINO PLASTICS LIMITED

CIN: L25209HR2003PLC035034

Plot No. 3, Maruti Joint Venture Complex, Udyog Vihar – IV, Gurugram-122015, Haryana

PROXY FORM FORM NO. MGT – 11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

DP ID/CLIENT ID :
Name of shareholder :
Address :
City :
Pin :

I/ We , being the member(s) of _____ shares of the above named company, hereby appoint

- (1) Name:..... Address.....
E-mail id.....Signature.....or failing him;
- (2) Name:..... Address.....
E-mail id.....Signature.....or failing him;
- (3) Name:..... Address.....
E-mail id.....Signature.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the company, to be held on Tuesday the 29th September, 2020 at 11:00 a.m. at GIA House, IDC Opp-Sector 14, Mehrauli Road, Gurugram and at any adjournment thereof in respect of such resolution as are indicated below:

S.NO	PARTICULARS	FOR	AGAINST
1.	Consider and adopt the audited Balance Sheet as at 31.03.2020 and Profit and Loss Account for the year ended on that date and report of auditors and directors thereon		
2.	Appointment of Mr. Sanjiv Jindal who retires by rotation		
3.	Appointment of Mr. Kazunari Yamaguchi who retires by rotation		
4.	Re-appointment of Mr. Sanjiv Jindal as Whole Time Director w.e.f 1st April, 2020		
5.	Re-appointment of Mr. Aditya Jindal as a Chairman cum Managing Director w.e.f 1st April, 2020		
6.	Approval for the related parties transactions		

Signed thisday of2020

Signature of shareholder Signature of proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.

Affix Re-
1.00 Reve-
nue Stamp

