



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the members of M/s Machino Plastics Limited will be held on Wednesday, the 7<sup>th</sup> August, 2019, at 10:30 a.m. at GIA House, IDC Opp. - Sector-14, Mehrauli Road, Gurgaon-122001 (Haryana), to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2019, 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 31<sup>st</sup> March, 2019 which includes the Balance Sheet as on 31<sup>st</sup> March, 2019, Profit and Loss Account and Cash Flow Statement of the company for the financial year 2018-19 along with the Directors’ Report and Auditors’ Report thereon be and is hereby received, considered, approved and adopted.”

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

**“RESOLVED THAT** dividend @ 10% for the financial year ended on 31.03.2019 being Re. 1/- on the equity shares of Rs. 10/- each to be paid to:

- a. Those members whose names appear on the register of members of the company on 7<sup>th</sup> August, 2019; and
  - b. Those whose names appear as beneficial owners as at the close of business on 7<sup>th</sup> August, 2019, as per the details to be furnished by National Securities Depositories Limited and Central Depositories Services (India) Limited.”
3. To appoint a director in place of Mr. Kazunari Yamaguchi who retires by rotation and being eligible offers himself for re-appointment.
  4. To appoint a director in place of Mr. Aditya Jindal who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

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

**“RESOLVED 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 Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and other applicable provisions, if any, Mr. Ajit Yadav 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 23<sup>rd</sup> May, 2019, not liable to retire by rotation.”

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

**“RESOLVED 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 Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and other applicable provisions, if any, Mr. Rajiv Kumar Singh 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 30<sup>th</sup> May, 2019, not liable to retire by rotation.”

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

**“RESOLVED 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 Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and other applicable provisions, if any, Dr. Sandeep Goel 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 30<sup>th</sup> May, 2019, not liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provision of section 188 of the Companies Act, 2013(“Act”) read with the Companies (Meeting of the Board and its Powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements)

## MACHINO PLASTICS LIMITED

Regulations, 2015, Policy on materiality of related parties' transaction and all other Act and Rules for the time being in force as may be applicable on the company, the approval of the members be and is hereby accorded for such related parties transactions as requiring company approval for the purchase/sale of goods or services, advances resulting in debit or credit balances in the books of the company for an annual sum of Rs. 50 crore in case of Suzuki Motor Gujarat Private Ltd. for the year 2018-19, 2019-20 and each of subsequent years and for others up to

200% of total value of transaction made during the financial year 2018-19 for the year 2019-20 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 2018-19, 2019-20 and thereafter for each financial year.

### DETAILS OF RELATED PARTY TRANSACTIONS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019

NAME OF RELATED PARTY	NATURE OF TRANSACTION	Amount (Rs.) (2018-19)	Amount(Rs.) (2019-20)
<b>RECEIVABLES</b>			
Maruti Suzuki India Limited	Sale of Goods/Moulds	3,342,709,914	6,685,419,828
Suzuki Motor Gujrat Pvt. Ltd.	Sale of Goods	56,190,213	50,00,00,000
Suzuki Motor Cycles India Private Limited	Sale of Goods	2,814,925	56,29,850
Grandmaastters Mold Limited	Sale of Raw Material	603,256	12,06,512
<b>PAYABLES</b>			
Machino Polymers Limited	Purchase of Raw Materials	891,753,560	1,78,35,07,120
Grandmaastters Mold Limited	Purchase of material/Job Changes	17,590,907	3,51,81,814
Maruti Suzuki India Limited	Payment of cash discount	75,297	1,50,594
Maruti Suzuki India Limited	GST (on FOC material)	2,248,769	44,97,538
Mr. Sanjiivv Jindal	Remuneration	7,320,000	1,46,40,000
Ms. Sarita Jindal	Remuneration	594,000	11,88,000
Mr. Aditya Jindal	Remuneration	6,588,000	1,31,76,000
Mr. Surya Kant Agrawal	Remuneration	4,709,548	9419096
Maruti Suzuki India, Suzuki Motor Corporation and other Promoters	Dividend	4,512,109	90,24,218

By order of the Board of Directors

Sd/-

Sanjiivv Jindal

Chairman cum Managing Director

DIN: 00017902

Place : Gurugram  
Date : 30<sup>th</sup> May, 2019



## NOTES

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

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

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

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. All documents referred to, in the accompanying notice and explanatory statement, are open for inspection at the registered office of the company on all working days, during regular business hours and shall also be available at the meeting.
6. The register of members and share transfer books of the company will remain closed on 7<sup>th</sup> August, 2019.
7. All unclaimed dividend declared up to the financial year ended March 31, 2011 have been transferred to the Investor Education and Protection fund established under Section 125C of Companies Act, 2013 read with The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Members who have not so far claimed or collected their dividend declared up to the financial year are requested to claim such dividend from Registrar of Companies, NCT of Delhi & Haryana, 4<sup>th</sup>

Floor, IFCI Tower, Nehru Place, New Delhi-110019.

Further, your company has not declared any dividend during Financial Year 2011-12.

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.

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, 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](mailto:alankit@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. As per SEBI circular No. CIR/MRD/DP/10/2013 dated 21<sup>st</sup> 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](mailto:alankit@alankit.com) or with Machino Plastics Ltd. at [sec.legal@machino.com](mailto: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 34<sup>th</sup> 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 4<sup>th</sup> August, 2019 and ends on 6<sup>th</sup> August, 2019. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 31<sup>st</sup> July, 2019, 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](mailto:atimakhanna@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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 31<sup>st</sup> July, 2019.
- 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. 31<sup>st</sup> July, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [jksingla@alankit.com](mailto: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](http://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](http://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. 5

Mr. Ajit Yadav is a solicitor of England & Wales, Company Secretary and Advocate of Hon'ble Supreme Court of India. He is an accomplished corporate professional and has been a member of Executive teams / Board of Directors of reputed organizations and holds more than thirty years of rich and diverse experience. He is known for his capabilities as a business lawyer and for using law as an enabler function to provide efficient solutions to business legal issues.

He has done significant work in substantive areas of law such as corporate law, central excise/indirect tax, competition laws, transactional laws, Labor laws , Food laws, IPRs, M&A , Transfer Pricing issues , export import regulations, capital market/fund raising, Power & Infrastructure laws and regulatory compliance areas for Indian and international businesses for manufacturing and service sector.

He has set up his own litigation practice and a law Firm-Lexaya Partners - a corporate, business law advisory and litigation law firm. He has been actively associated with Functional committees of reputed trade forums. He is a member of many committees of the Assocham, FICCI and USIBC and actively participates in their activities.

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. Ajit Yadav.

In the opinion of the Board of your company, Mr. Ajit Yadav fulfills 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. Ajit Yadav himself is interested in the resolution.

### Explanatory Statement to item no. 6

Mr. Rajiv Kumar Singh is a recognized expert on business valuation, banking, corporate finance and strategy, M&A and restructuring, forex risk management and internal controls. Rajiv uniquely blends his in-depth academic specialisation in valuation with his long years of practical exposure as consultant and trainer. Over the past twenty two years, he has carried out complex transactional valuation analyses, transfer pricing valuation, fair value measurement for IFRS/Ind-AS/NFRS/Singapore-FRS, valuation for FEMA, and intangible asset valuation. He has experience, serving as either an expert witness

or consultant in array of valuation related to litigation including economic damages.

He has been retained and testified as an expert witness in India and abroad including the London Court of International Arbitration (LCIA), and ITAT in leading valuation cases relating to economic damages/transfer pricing. He has been actively working with leading law firms in India and USA in relation to valuation matters.

He consulted on a corporate restructuring plan that was a key facilitator in a complete turnaround of a leading PSU in construction industry which currently has "Navratana" status. He has served more than 200 valuation clients in India, USA, UK, Singapore, Hong Kong, China, Mauritius, Nepal and Dubai, and is frequently retained in complex valuation disputes. He has also provided consulting services to FOREX dealing room/treasury of leading banks and corporates.

Rajiv contributed significantly in developing the first Business Valuation Standards in India issued by the ICAI in 2010, and designing and delivering the first valuation course of the ICAI and the ICSI. He was a member of the Accounting Standards Board of the ICAI for development of IndAS-113 (Fair Value Measurement). He has also contributed significantly in designing and delivering the first Forex and Treasury Management course and Master of Business Finance course of the ICAI.

Rajiv is a fellow member of the ICAI. He is on the Board of Union bank of India and is chairman of the Audit Committee of the Board. He is a qualified Certified Information system auditor (USA), a qualified valuer from the ICAI and a registered valuer with IBBI. He cherished his role as the first Joint Technical Director and Visiting Professor of Valuation and Masters in Business Finance courses of the ICAI. Since 2008, he has trained more than 5000 Chartered Accountants/Company Secretaries/ MBAs in India and Nepal. He trains summer interns/start-up entrepreneurs from IIMs/IIT Delhi/ IIT Roorkee/IFMR/TAPMI/Narsee Monjee on a regular basis in business valuation area. His approach to teaching and training is structured and practical.

Rajiv has presented, instructed and written on topics related to valuation, banking and corporate finance. He has been a speaker in more than 700 seminars and training programs on valuation, banking and finance related topics at different professional/industry platforms including ICAI, ICSI, IICA, ICAN, VGSOM (IIT KGP), IIT Roorkee, IIT Delhi, ASSOCHAM, PHD Chambers and other similar forums.

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. Rajiv Kumar Singh.

In the opinion of the Board of your company, Mr. Rajiv Kumar Singh fulfills 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. Rajiv Kumar Singh himself is interested in the resolution.

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

Dr. Sandeep Goel is an Associate Professor in the area of Accounting and Finance at Management Development Institute, Gurgaon.

He holds 'Double Doctorate', one in Finance; and another in Accounting from Faculty of Management Studies (FMS), University of Delhi. He did his Hons. in Commerce from Shri Ram College of Commerce, University of Delhi and Master's degree in Commerce with specialization in Finance from Department of Commerce, University of Delhi.

He has over 20 years of industry and academic experience in key positions in organizations/institutions, including Shri Ram Group, Delhi University and MDI. He also has hands on experience in the family business in business compliance and financial management functions. He is also a Visiting Professor to Faculty of Management, University of Lodz, Poland. He offers a unique and popular course, 'Forensic Accounting and Corporate Governance' to second year students of MBA at MDI.

He is a Management Trainer and Consultant to Organizations, like National Banking Institute (Nepal), UltraTech Cements, IGL, Cairns India, Encore, IOCL, SOS Village International, Bata, TIL, Ester Industries, BEL, LIC, Armed Forces, Jindal, and ONGC. He has conducted & delivered over 200 MDPs/Training Programs at senior levels for organizations. These mainly include, Finance for Non-Finance Executives, Independent Director's and Corporate Governance, and Enhancing Financial Skills Using Excel. He has executed a number of Consultancy assignments; the major ones include: Evaluation of Bid for Municipal Corporation Gurugram, Corporate Governance for IOCL, Financial Management of BATA, Accounting Application for SAP Professionals of Ester Industries, and Financial Leadership of TIL.

He has authored 10 books and published more than 75 research articles in national and international journals of repute. To name a few, Australian Accounting Review,

Singapore Management Review, Journal of Financial Crime, Journal of Money Laundering Control, Australasian Accounting, Business and Finance Journal, and Vikalpa. His cases have been published by Ivey Publishing, Asia Case Research Centre, and Emerald Emerging Markets Case Studies.

His interest areas are: Financial Reporting and Analysis, Financial Management, Forensic Accounting and Corporate Governance. He has been the Financial Columnist to 'Purchase' (A Publication of Indian Purchase.com).

He has been conferred with Award for Excellence in Research, 2015-16 and Award for Excellence in Teaching, 2015-16.

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 Dr. Sandeep Goel.

In the opinion of the Board of your company, Dr. Sandeep Goel fulfills 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 Dr. Sandeep Goel himself is interested in the resolution.

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

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

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

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

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

- Mr. Sanjiivv Jindall, Chairman cum Managing Director of the company
- Mr. Aditya Jindal, Executive Director cum Chief Financial Officer of the company

## MACHINO PLASTICS LIMITED

- Mr. A K Tomer, Maruti Suzuki India Limited as a Nominee Director
- Mr. Kazunari Yamaguchi, Suzuki Motor Corporation as a Nominee Director
- Mr. R. L. Gaggar, Director of the Company

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

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

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

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

1. *Purchase of raw material by Machino Plastics Limited from Machino Polymers Limited:* Prices of raw material purchased from Machino Polymers Limited is settled by Maruti Suzuki India Limited and the same price is also approved for other vendors of Maruti Suzuki India Limited by MSIL.
2. *Sale of goods by Machino Plastics Limited to Maruti Suzuki India Limited:* The business is awarded to the vendor by following the bidding process and on the basis of best quotation received and on following the principle of cost, quality and delivery.

3. *Purchase of parts, moulds and conversion charges by Grandmaastters Mold Limited:* Your Company has adopted cost plus method. Grandmaastters Mold Limited provides parts, jobwork and moulds for the machinery as per the specifications provided by the unrelated original equipment supplier. The amount paid is as per purchase order where rates are assessed by such unrelated original equipment supplier.
4. *Sale of goods by Machino Plastic Limited to Suzuki Motor Gujarat Private Limited:* The business is awarded to the vendor by following the bidding 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 Jindal, Mr. R.L. Gaggar, Mr. A. K. Tomer, Mr. Kazunari Yamaguchi, and Mr. Aditya Jindal be deemed interested in their respective related party transactions.

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

Director	Brief Resume/ Nature of Expertise	Disclosure of Relationship between Directors	Hold Directorship in other Co's	Membership in Committee	Shares Held
Mr. Aditya Jindal	Mr. Aditya Jindal, the Executive Director cum Chief Financial Officer aged 32 years, has completed his Bachelor of Science in Chemical Engineering from University of Michigan, Ann Arbor.	Son of Mr. Sanjiivv Jindal, Chairman cum Managing Director	Machino Transport Pvt. Limited Grandmaastters Mold Limited Pranna Plastics Limited Machino Plastics Becharaji Limited	*Risk Management Committee Share Transfer Committee (Above mentioned membership is in Machino Plastics Limited) *Company has abolished Risk Management Committee in its board meeting held on 29 <sup>th</sup> April, 2019.	6,49,401





Director	Brief Resume/ Nature of Expertise	Disclosure of Relationship between Directors	Hold Directorship in other Co's	Membership in Committee	Shares Held
Mr. Kazunari Yamaguchi	<p>Mr. Kazunari Yamaguchi, aged 56 years, is Graduated from Department of Agricultural Engineering, Faculty of Agriculture, Kagoshima university in May 1986.</p> <p>He was appointed in the meeting of board of directors of the company held on 28<sup>th</sup> 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.</p>	Not related to any director	Maruti Suzuki India Limited	<p>Risk Management Committee.</p> <p>(Above mentioned membership is in Maruti Suzuki India Limited)</p>	Nil
Mr. Ajit Yadav	<p>Mr. Ajit Yadav aged 67 years, is a solicitor of England &amp; Wales, Company Secretary and Advocate of Hon'ble Supreme Court of India. He is an accomplished corporate professional and has been a member of Executive teams / Board of Directors of reputed organizations and holds more than thirty years of rich and diverse experience.</p> <p>He was appointed in the meeting of board of directors of the company held on 23rd May, 2019 and he is not related to director, manager and key managerial personnel of the company.</p>	Not related to any director	<p>Healo Medicine Private Limited</p> <p>Lexaya Solutions Private Limited</p>	Nil	Nil
Mr. Rajiv Kumar Singh	<p>Mr. Rajiv Kumar Singh, aged 50 years, is a recognized expert on business valuation, banking, corporate finance and strategy, M&amp;A and restructuring, forex risk management and internal controls. He has been retained and testified as an expert witness in India and abroad including the London Court of International Arbitration (LCIA), and ITAT in leading valuation cases relating to economic damages/transfer pricing. He has been actively working with leading law firms in India and USA in relation to valuation matters.</p> <p>Mr. Rajiv is a fellow member of the ICAI. He is on the Board of Union bank of India and is chairman of the Audit Committee of the Board. He is a qualified Certified Information system auditor (USA), a qualified valuer from the ICAI and a registered valuer with IBBI</p> <p>He was appointed in the meeting of board of directors of the company held on 30<sup>th</sup> May, 2019 and he is not related to director, manager and key managerial personnel of the company.</p>	Not related to any director	<p>Explico Consulting Pvt. Ltd.</p> <p>Union Bank of India</p>	<p>Audit Committee</p> <p>Stakeholders Relationship Committee</p> <p>Supervisory Committee on Risk Management &amp; ALM</p> <p>Customer Service Committee</p> <p>Nomination Committee</p> <p>(Above mentioned membership is in Union Bank of India)</p>	Nil

## MACHINO PLASTICS LIMITED

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<b>Director</b>	<b>Brief Resume/ Nature of Expertise</b>	<b>Disclosure of Relationship between Directors</b>	<b>Hold Directorship in other Co's</b>	<b>Membership in Committee</b>	<b>Shares Held</b>
Dr. Sandeep Goel	<p>Dr. Sandeep Goel aged 44 years, is an Associate Professor in the area of Accounting and Finance at Management Development Institute, Gurgaon.</p> <p>He holds 'Double Doctorate', one in Finance; and another in Accounting from Faculty of Management Studies (FMS), University of Delhi. He did his Hons. in Commerce from Shri Ram College of Commerce, University of Delhi and Master's degree in Commerce with specialization in Finance from Department of Commerce, University of Delhi.</p> <p>He was appointed in the meeting of board of directors of the company held on 30<sup>th</sup> May, 2019 and he is not related to director, manager and key managerial personnel of the company.</p>	Not related to any director	Nil	Nil	Nil



**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)**

<b>Name of the Director</b>	Mr. Aditya Jindal
<b>DIN</b>	01717507
<b>Date of Birth &amp; age</b>	18.05.1987 and 32 years
<b>Qualification</b>	Bachelor of Science in Chemical Engineering from University of Michigan, Ann Arbor.
<b>Experience and Expertise</b>	He is Executive Director cum CFO 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.
<b>Remuneration proposed to be paid</b>	Basic Salary: Rs. 4, 50,000/- per month along with provident fund and other retirement benefits as per schedule V.
<b>Date of first appointment on the Board</b>	01.02.2016
<b>Number of Board Meetings attended during the year</b>	4
<b>Directorships held in other companies as on 31.03.2019</b>	Machino Transport Private Limited Grandmaastters Mold Limited Pranna Plastics Limited Machino Plastics Becharaji Limited
<b>Board Membership of Listed Companies as on March 31, 2019</b>	Nil
<b>Chairman/ Membership of the Committee held in other companies as on 31.03.2019</b>	Nil
<b>Number of Shares held in the Company as on March 31, 2019</b>	649,401 Equity Shares
<b>Relationship with other directors, manager and other Key Managerial Personnel of the company</b>	Son of Mr. Sanjiivv Jindall, Chairman cum Managing Director
<b>Terms and Conditions of re-appointment</b>	As the resolution passed by the shareholders of the company on Annual General Meeting held on 29 <sup>th</sup> July, 2016, Mr. Aditya Jindal has been appointed as Executive Director (Manesar Plant) of the company, liable to retire by rotation.

## MACHINO PLASTICS LIMITED

<b>Name of the Director</b>	Mr. Kazunari Yamaguchi
<b>DIN</b>	07961388
<b>Date of Birth &amp; age</b>	11.01.1963 and 56 years
<b>Qualification</b>	Graduated from Department of Agricultural Engineering, Faculty of Agriculture, Kagoshima university in May 1986.
<b>Experience and Expertise</b>	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.
<b>Remuneration proposed to be paid</b>	NA
<b>Date of first appointment on the Board</b>	28.02.2018
<b>Number of Board Meetings attended during the year</b>	4
<b>Directorships held in other companies as on 31.03.2019</b>	Maruti Suzuki India Ltd Manesar Steel Processing (India) Private Limited
<b>Board Membership of Listed Companies as on March 31, 2019</b>	Maruti Suzuki India Ltd
<b>Chairman/ Membership of the Committee held in other companies as on 31.03.2019</b>	Risk Management Committee. (Above mentioned membership is in Maruti Suzuki India Limited)
<b>Number of Shares held in the Company as on March 31, 2019</b>	Nil
<b>Relationship with other directors, manager and other Key Managerial Personnel of the company</b>	Not related to any director
<b>Terms and Conditions of re-appointment</b>	As the resolution passed by the shareholders of the company on Annual General Meeting held on 1 <sup>st</sup> September, 2018, Mr. Kazunari Yamaguchi has been appointed as Director, liable to retire by rotation.



<b>Name of the Director</b>	Mr. Ajit Yadav
<b>DIN</b>	02754863
<b>Date of Birth &amp; age</b>	05.07.1952 and 67 years
<b>Qualification</b>	Attorney of India, Company Secretary, Solicitor of England, Wales & Advocate of Supreme Court of India
<b>Experience and Expertise</b>	Mr. Ajit Yadav is an accomplished corporate professional and Holding the position of Managing Partner of Lexaya Partners. he has been a member of Executive teams / Board of Directors of reputed organizations and holds more than thirty years of rich and diverse experience. He carries vast and valuable experience of supporting businesses at the Board Level and for developing strategic perspectives in the areas which are critical for successfully running of the businesses at the apex level from law and regulatory standpoint. a business lawyer and for using law as an enabler function to provide efficient solutions to business legal issues.
<b>Remuneration proposed to be paid</b>	NA
<b>Date of first appointment on the Board</b>	23.05.2019
<b>Number of Board Meetings attended during the year</b>	NA
<b>Directorships held in other companies as on 31.03.2019</b>	Heals Medicine Pvt. Ltd. Lexaya Healthcare Pvt. Ltd.
<b>Board Membership of Listed Companies as on March 31, 2019</b>	Nil
<b>Chairman/ Membership of the Committee held in other companies as on 31.03.2019</b>	Nil
<b>Number of Shares held in the Company as on March 31, 2019</b>	Nil
<b>Relationship with other directors, manager and other Key Managerial Personnel of the company</b>	Not related to any Director
<b>Terms and Conditions of re-appointment/ Appointment</b>	The board approved the appointment of Additional and Independent Director, subject to the approval of shareholders in Annual General Meeting to be held on 7 <sup>th</sup> August, 2019
<b>Justification for Choosing the Appointees for Appointment as Independent Directors</b>	Due to the Completion of tenure of previous Independent Directors

<b>Name of the Director</b>	Mr. Rajiv Kumar Singh
<b>DIN</b>	03060652
<b>Date of Birth &amp; age</b>	01.02.1969 & 50 years
<b>Qualification</b>	Chartered accountant, Professional at Transactional Valuation Analyses, Transfer Pricing Valuation, Fair Value Measurement for IFRS/Ind-AS/NFRS/Singapore-FRS, Valuation for FEMA and Intangible Asset Valuation.
<b>Experience and Expertise</b>	Mr. Rajiv Kumar Singh is a recognized expert on business valuation, banking, corporate finance and strategy, M&A and restructuring, forex risk management and internal controls. He has been retained and testified as an expert witness in India and abroad including The London Court of International Arbitration (LCIA), and ITAT in leading valuation cases relating to economic damages/transfer pricing. He has been actively working with leading law firms in India and USA in relation to valuation matters. He consulted on a corporate restructuring plan.
<b>Remuneration proposed to be paid</b>	NA
<b>Date of first appointment on the Board</b>	30.05.2019
<b>Number of Board Meetings attended during the year</b>	NA
<b>Directorships held in other companies as on 31.03.2019</b>	Explico Consulting Pvt. Ltd. Union Bank of India
<b>Board Membership of Listed Companies as on March 31, 2019</b>	Nil
<b>Chairman/ Membership of the Committee held in other companies as on 31.03.2019</b>	Union Bank of India
<b>Number of Shares held in the Company as on March 31, 2019</b>	Nil
<b>Relationship with other directors, manager and other Key Managerial Personnel of the company</b>	Not related to any Director
<b>Terms and Conditions of re-appointment</b>	The board approved the appointment of Additional and Independent Director, subject to approval of shareholders in Annual General Meeting to be held on 7 <sup>th</sup> August, 2019.
<b>Justification for Choosing the Appointees for Appointment as Independent Directors</b>	Due to the Completion of tenure of previous Independent Directors



<b>Name of the Director</b>	Dr. Sandeep Goel
<b>DIN</b>	08471700
<b>Date of Birth &amp; age</b>	18.10.1975 & 44 years
<b>Qualification</b>	Dr. Sandeep Goel holds 'Double Doctorate', one in Finance; and another in Accounting from Faculty of Management Studies (FMS), University of Delhi. He did his Hons. in Commerce from Shri Ram College of Commerce, University of Delhi and Master's degree in Commerce with specialization in Finance from Department of Commerce, University of Delhi.
<b>Experience and Expertise</b>	Dr. Sandeep Goel is an Associate Professor in the area of Accounting and Finance at Management Development Institute, Gurgaon. He is also a Visiting Professor to Faculty of Management, University of Lodz, Poland. He offers a unique and popular course, 'Forensic Accounting and Corporate Governance' to second year students of MBA at MDI. He is a Management Trainer and Consultant to Organizations, like National Banking Institute (Nepal), UltraTech Cements, IGL, Cairns India, Encore, IOCL, SOS Village International, Bata, TIL, Ester Industries, BEL, LIC, Armed Forces, Jindal, and ONGC, His interest areas are: Financial Reporting and Analysis, Financial Management, Forensic Accounting and Corporate Governance. He has been the Financial Columnist to 'Purchase' (A Publication of Indian Purchase.com).
<b>Remuneration proposed to be paid</b>	NA
<b>Date of first appointment on the Board</b>	30.05.2019
<b>Number of Board Meetings attended during the year</b>	NA
<b>Directorships held in other companies as on 31.03.2019</b>	Nil
<b>Board Membership of Listed Companies as on March 31, 2019</b>	Nil
<b>Chairman/ Membership of the Committee held in other companies as on 31.03.2019</b>	Nil
<b>Number of Shares held in the Company as on March 31, 2019</b>	Nil
<b>Relationship with other directors, manager and other Key Managerial Personnel of the company</b>	Not related to any Director
<b>Terms and Conditions of re-appointment/ Appointment</b>	The board approved the appointment Additional and Independent Director Subject to the approval of Shareholders in General Meeting to be held on 7 <sup>th</sup> august, 2019

**By order of the Board of Directors**

Place : Gurugram  
Date : 30<sup>th</sup> May, 2019

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