



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 37th Annual General Meeting of the members of M/s Machino Plastics Limited will be held on Saturday, the 24th September, 2022 at 10:30 a.m. through video conferencing/other audio visual means (VC/OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2022, 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, 2022 which includes the Balance Sheet as on 31st March, 2022, Profit and Loss Account and Cash Flow Statement of the company for the financial year 2021-22 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. Aditya Jindal who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint the auditors of the company: To consider and, if thought fit, to pass following resolution as an Ordinary Resolution with such modification as may be deem fit:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. KMGs & Associates, Chartered Accountants (Firm Registration Number – 004730N) be and is hereby re-appointed as Statutory Auditors of the Company for a period of five consecutive years commencing from the conclusion of this Annual General Meeting until the conclusion of the Fifth Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

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. Sanjiivv Jindall, Whole Time Director-Strategy, of the Company for a period of three years with effect from 1st April 2023, terminable with one month notice from either side, as per the terms and conditions mentioned below:

REMUNERATION:

Basic Salary : ₹ 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.

"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 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 are hereby severally authorized 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 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 2023, terminable with one month notice from either side, as per the terms and conditions mentioned below:

REMUNERATION:

Basic Salary : ₹ 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.

"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, 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 are hereby severally authorized to do and perform all such acts, deeds and things as may be considered desirable or expedient to give effect to this resolution."

7. To consider and, if thought fit, to pass with or without modification (s) the following resolution as 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 whether at arm's length or otherwise for the year 2021-22 and for the year 2022-23 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 2021-22, 2022-23 and thereafter for each financial year.

**DETAILS OF RELATED PARTY TRANSACTIONS FOR THE YEAR ENDED 2021-22 AND 2022-23**

NAME OF RELATED PARTY	NATURE OF TRANSACTION	Actual	Proposed
		2021-22	2022-23
		Year Ended (Rs in Lakh)	Year Ended (Rs in Lakh)
RECEIVABLES			
Maruti Suzuki India Limited	Sale of Goods / Services	24,551.52	40,000.00
Maruti Suzuki India Limited	Advance	221.69	750.00
Suzuki Motor Gujrat Pvt Ltd	Sale of Goods/Services	Nil	2,500.00
Suzuki Motor Cycles India Private Limited	Sale of Goods / Services	7.15	100.00
Machino Plastics Becharaji Limited	Sale of Goods / Services	Nil	1,000.00
Grandmaastters Mold Limited	Sale of Goods/Services	-	15.00
PAYABLES			
Machino Polymers Limited	Purchase of Goods / Services	3,983.06	7,500.00
Grandmaastters Mold Limited	Purchase of goods / Services	53.30	95.00
Machino Plastics Becharaji Limited	Purchase of goods/ Services	89.59	4,000.00
Mr. Sanjivv Jindal	Remuneration	73.20	95.00
Mr. Aditya Jindal	Remuneration	73.20	95.00
Mr Ravinder Hooda	Salary	17.18	20.00
Ms Reetika Pant	Salary	7.06	10.00

*** All these transactions are exclusive of GST**

By order of the Board of Director

**Place : Gurugram
Date : 20th May, 2022**

**Aditya Jindal
Chairman and Managing Director**

NOTES:

- In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA Circulars") issued General Circular Nos.14/2020,17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, and clarification circular No. 02/2021 dated January 13, 2021 and General Circular No. 2/2022 dated May 5, 2022 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI Circular") allowing, inter alia, conduct of AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). In compliance with these circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 37th Annual General Meeting ("AGM") of the Company is being conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue.

1A Link to participate in Annual General Meeting is <https://machino.webex.com/machino/j.php?MTID=m8f31232ddc3565210d2641164e216c07>

Webex Meeting Number (access code): 2518 205 9030

Webex Meeting Password: QxpTXfxm644

- The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Ordinary business as set out under item no. 4 and the Special Business under Item no. 5 to 7 set above and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting are annexed hereto.
- National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting during the

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37th AGM through electronic means.

4. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 37th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
6. Members may join the 37th AGM through VC/ OAVM mode 15 minutes before 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.
7. Members will be provided with a facility to attend the AGM through VC/OAVM.
8. Corporate members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the board resolution/ authorization letter to the Company authorising their representatives to participate and vote on their behalf at the meeting.
9. 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.
10. 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.
11. The register of members demat and share transfer books of the company will remain closed on 24th September, 2022.
12. Your company has not declared any dividend during Financial Year 2021-22.

Dividend for the financial year ended March 31, 2015 and thereafter, which remain unpaid or unclaimed for a period of seven years from the date they became due for payment will be transferred by company to Investor Education & Protection Fund. Members who have not so far encashed dividend warrant(s) for aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the company email address at: sec.legal@machino.com or registrar e-mail addresses at alankit@alankit.com .

13. Members are requested to notify immediately any change/update in their e-mail address along with PIN code numbers to the company or the share transfer agent of the company (M/s Alankit Assignments Limited, 4E/2, Jhandewalan Extension, New Delhi-110055).
14. 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.
15. 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.
16. Members are requested to quote their Demat account / folio no. in all correspondence with the company.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 37th AGM and other documents are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 37th AGM and the Annual Report for the year 2022 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at: sec.legal@machino.com or may register their e-mail addresses



with Alankit Assignments Ltd., Registrar and Transfer Agent of the Company at alankit@alankit.com .

- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
18. 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. The same shall also be available on the website of Stock Exchanges i.e. BSE Limited at www.bseindia.com.
19. SEBI circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013, encourages usage of electronic modes of payment i.e., ECS/NECS/NEFT, etc. for making cash payments to the investors. Therefore the investors are requested to provide/ update their bank account details with Registrar and Transfer Agent, Alankit Assignments Limited, Alankit Heights, 4E/2 Jhandewalan Extension, New Delhi, 110055 at alankit@alankit.com or with Machino Plastics Ltd. at sec.legal@machino.com so that dividend when declared can be remitted to the credit of their bank account through ECS facility, provided such facility is available in your locality.

20. 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 37th 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 will be provided by National Securities Depository Limited (NSDL).
- II. 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.
- III. The remote e-voting period commences on 21st September, 2022 (09:00a.m.) and ends on 23rd September, 2022 (05:00p.m.). Further e-voting facility will also be available for members on 24th September, 2022 from 10:30 a.m. till 12:00 p.m. if allowed by nsdl. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 17th September, 2022 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.
- IV. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to atimakhanna@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhishek Mishra (Manager) and Mr. Aman Goyal (Assistant Manager) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to sec.legal@machino.com.



2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sec.legal@machino.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- V. 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.
- VI. 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.
- VII. 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).
- VIII. 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 17th September, 2022.
- IX. 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. 17th September, 2022, 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.
- X. 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.
- XI. 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.
- XII. The Scrutinizer shall after the conclusion of the general meeting, 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.
- XIII. 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

M/s. KMGS & Associates, Chartered Accountants (Firm Registration Number – 004730N) were appointed as statutory auditors of the company at the 32nd Annual General Meeting held on 28th July, 2017 for a period of five years commencing from the conclusion of 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company.

Consequently, M/s. KMGS & Associates, Chartered Accountants will complete their first term of five consecutive years as the statutory auditors of the company at the conclusion of the 37th Annual General Meeting of the Company.

Pursuant to Section 139(2) of Companies Act, the company can appoint an auditors firm for a second term of five consecutive

MACHINO PLASTICS LIMITED

years. Accordingly M/s. KMGS & Associates, Chartered Accountants, are proposed to be reappointed as statutory auditors of the company for a second term of five consecutive years commencing from the conclusion of 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting.

M/s. KMGS & Associates, Chartered Accountants, have consented to the said reappointment, and confirmed that their reappointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be reappointed as statutory auditor in terms of the provisions of the Section 139(1), 141(2) and 141(3) of the Act, and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time. The remuneration to be paid to M/s. KMGS & Associates, Chartered Accountants, is propose to increase by 15% from existing remuneration of ₹ 6,17,500 to ₹ 7,10,125 p.a. for a period of five years from the financial Year 2022-2023 to hold office from the conclusion of ensuing AGM until the conclusion of the AGM to be held in the financial year 2026-2027.

None of the Directors/ Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 4 of the notice.

The board on the recommendation of the audit committee, nomination and remuneration committee recommends the resolution set forth in item no.4 of the notice for approval of the members.

EXPLANATORY STATEMENT TO ITEM NO. 5

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 20th May, 2022 approved the re-appointment and remuneration of Mr. Sanjiivv Jindall, Whole Time Director-Strategy for period of three years w.e.f 1st April, 2023.

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

	(₹ in Lakhs)	
	2021-22	2020-21
Income from operations	26534.53	21024.89
Profit/Loss before tax	(344.36)	(576.26)
Dividend	-	-

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 64 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, 2020 was ₹ 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 : ₹ 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 Jindall, 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. GrndmastermoldLimited (GML), a goods & service supplier to the company. His son Mr. Aditya Jindal is Chairman cum Managing Director of the company at a salary of ₹ 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 that much. As MSIL is the prime customer of the Company a decline/stagnation in the sales of MSIL directly affects the sales volume of the Company.

2. Steps taken or proposed to be taken for the improvement.
The Company is making efforts for cost reduction and on increasing business.
3. Expected increase in productivity and profits in measurable terms.
The Company is expecting to increase its productivity and profits by making full utilization of its under-utilized machineries.

IV. DISCLOSURES:

1. The following disclosures shall be mentioned in the Board of Director's Report under the heading 'Corporate Governance', attached to the annual report:-
 - a. All elements of remuneration package such as salary, benefits and perquisites etc. of all the directors.
Necessary particulars of remuneration under required heads and sitting fees of all the Directors are given in Corporate Governance Report forming part of the Directors' Report for the year 2021-22.

EXPLANATORY STATEMENT TO ITEM NO. 6

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 20th May, 2022 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 2023.

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

Except Mr. Sanjiv 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

	(₹ in Lakhs)	
	2021-22	2020-21
Income from operations	26534.53	21024.89
Profit/Loss before tax	(344.36)	(576.26)
Dividend	-	-

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 34 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 April, 2020 was ₹ 5,00,000/- 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 substantial shareholder in M/s Machino Plastics Becharaji Limited and M/s Grndmastermold Limited, goods and services supplier/buyer of the company. His father Mr. Sanjiivv Jindall is a Whole Time Director-Strategy of the company at a salary of ₹ 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 that much. As MSIL is the prime customer of the Company a decline/stagnation in the sales of MSIL directly affects the sales volume of the Company.

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

The Company is making efforts for cost reduction and on increasing business.

- 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:

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

- 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 2021-22.

EXPLANATORY STATEMENT TO ITEM NO. 7

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. Keeping in view the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and intent of Companies Act, 2013, the Audit Committee and the Board of Directors of the Company have approved in their meetings held on 20th May, 2022 and recommended for seeking the approval of the shareholders for the financial year 2021-22 and 2022-23 for the following transaction:

Summary of related party transaction

NAME OF RELATED PARTY	Type, material terms and particulars of the proposed transaction	Name of the related party & its relationship with the listed entity or its subsidiary, including nature of its concern or interest	Tenure of the proposed transaction (particular tenure shall be specified)	Value of the proposed transaction	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Justification as to why the RPT is in the interest of the listed entity	A copy of the valuation or other external party report, if any such report has been relied upon
				(Rs in Lakh)			
RECEIVABLES							
Maruti Suzuki India Limited	Sale or supply of Goods/ Services	Associate companies	Ongoing and perpetual transaction	40,000.00	151%	The Company, being a joint venture with Maruti Suzuki India Limited (MSIL) is doing transactions with MSIL since its inception in ordinary course of business and within the limits approved by Audit Committee in its meeting held on 20th May, 2022. Now, these are enhanced limits to be approved by shareholders	Not Required
Maruti Suzuki India Limited	Advances	Associate companies	Ongoing and perpetual transaction	750.00	3%	The Company, being a joint venture with Maruti Suzuki India Limited (MSIL) is doing transactions with MSIL since its inception in ordinary course of business and within the limits approved by Audit Committee in its meeting held on 20th May, 2022. Now, these are enhanced limits to be approved by shareholders	Not Required



Suzuki Motor Gujarat Pvt Ltd	Sale or supply of Goods/ Services	Enterprises under common control	Ongoing and perpetual transaction	2,500.00	9%	The Company, being related party of Suzuki Motor Gujarat Private Limited (SMG) as defined under Ind AS 24 is doing transactions with SMG in ordinary course of business and within the limits approved by Audit Committee in its meeting held on 20th May, 2022. Now, these are enhanced limits to be approved by shareholders	Not Required
Suzuki Motor Cycles India Private Limited	Sale or supply of Goods/ Services	Enterprises under common control	Ongoing and perpetual transaction	100.00	0.38%	The Company, being related party of Suzuki Motorcycle India Private Limited (SMIPL) as defined under Ind AS 24 is doing transactions with SMIPL in ordinary course of business and within the limits approved by Audit Committee in its meeting held on 20th May, 2022. Now, these are enhanced limits to be approved by shareholders	Not Required
Machino Plastics Becharaji Limited	Sale or supply of Goods/ Services	Enterprises over which KMP has exercise significant influence	Ongoing and perpetual transaction	1,000.00	4%	The Company over which Key Managerial Personnel and their close members are able to exercise significant influence as defined under Ind AS 24 is doing transactions with MPBL in ordinary course of business and within the limits approved by Audit Committee in its meeting held on 20th May, 2022. Now, these are enhanced limits to be approved by shareholders	Not Required
Grandmaastters Mold Limited	Sale or supply of Goods/ Services	Enterprises over which KMP has exercise significant influence	Ongoing and perpetual transaction	15.00	0.06%	The Company over which Key Managerial Personnel and their close members are able to exercise significant influence as defined under Ind AS 24 is doing transactions with GMML in ordinary course of business and within the limits approved by Audit Committee in its meeting held on 20th May, 2022. Now, these are enhanced limits to be approved by shareholders	Not Required
PAYABLES							
Machino Polymers Limited	Purchase of Goods / Services	Enterprises over which KMP has exercise significant influence	Ongoing and perpetual transaction	7,500.00	28%	The Company over which Key Managerial Personnel and their close members are able to exercise significant influence as defined under Ind AS 24 is doing transactions with MPOL in ordinary course of business and within the limits approved by Audit Committee in its meeting held on 20th May, 2022. Now, these are enhanced limits to be approved by shareholders	Not Required
Grandmaastters Mold Limited	Purchase of goods / services	Enterprises over which KMP has exercise significant influence	Ongoing and perpetual transaction	95.00	0.36%	The Company over which Key Managerial Personnel and their close members are able to exercise significant influence as defined under Ind AS 24 is doing transactions with GMML in ordinary course of business and within the limits approved by Audit Committee in its meeting held on 20th May, 2022. Now, these are enhanced limits to be approved by shareholders	Not Required

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Machino Plastics Becharaji Limited	Purchase of goods/ services	Enterprises over which KMP has exercise significant influence	Ongoing and perpetual transaction	4,000.00	15%	The Company over which Key Managerial Personnel and their close members are able to exercise significant influence as defined under Ind AS 24 is doing transactions with MPBL in ordinary course of business and within the limits approved by Audit Committee in its meeting held on 20th May, 2022. Now, these are enhanced limits to be approved by shareholders	Not Required
Maruti Suzuki India Limited	Payment of cash discount	Associate companies	Ongoing and perpetual transaction	10.00	0.04%	The Company, being a joint venture with Maruti Suzuki India Limited (MSIL) is doing transactions with MSIL since its inception in ordinary course of business and within the limits approved by Audit Committee in its meeting held on 20th May, 2022. Now, these are enhanced limits to be approved by shareholders	Not Required
Maruti Suzuki India Limited	GST (on FOC material)	Associate companies	Ongoing and perpetual transaction	100.00	0.38%	The Company, being a joint venture with Maruti Suzuki India Limited (MSIL) is doing transactions with MSIL since its inception in ordinary course of business and within the limits approved by Audit Committee in its meeting held on 20th May, 2022. Now, these are enhanced limits to be approved by shareholders	Not Required

* All these transactions are exclusive of GST.

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

Name - Maruti Suzuki India Limited, and Machino Plastics Becharaji Limited, Suzuki Motor Corporation, Suzuki Motor Gujarat Private Limited, Grndmastermold Limited, Machino Polymers Limited and Machino Plastic Becharaji 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. Shigetoshi Torii, 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.

Grndmastermold 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 Grndmastermold Limited:* Your Company has adopted cost plus method. Grndmastermold 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 Plastics 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. Sale/purchase of Goods and services with Machino Plastics Becharaji Limited is on the basis of comparable prices.
7. 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. Shigetoshi Torii 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's in the Company	Shares Held
Mr. Sanjiivv Jindall	Mr. Sanjiivv Jindall, the Whole Time Director-Strategy aged 64 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.	Grndmastermold Limited Pranna Plastics Limited Machino Transport Pvt. Limited	Share Transfer Committee	5,61,802
Mr. Aditya Jindal	Mr. Aditya Jindal, the Chairman cum Managing Director aged 34 years, has completed his Bachelor of Science in Chemical Engineering from University of Michigan, Ann Arbor.	Machino Transport Pvt. Limited Grndmastermold Limited Pranna Plastics Limited Machino Plastics Becharaji Limited Machino Engineering Limited	Audit Committee Stakeholder Relationship Committee Nomination and Remuneration Committee Share Transfer Committee	6,49,401

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 64 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.

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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: ₹ 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	4
Directorships held in other companies as on March 31, 2022	Machino Transport Private Limited Grndmastermold Limited Pranna Plastics Limited
Board Membership held in other Listed Companies as on March 31, 2022	NIL
Chairman/ Membership of the Committee held in other companies as on March 31, 2022	NIL
Number of Shares held in the Company as on March 31, 2022	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	As the resolution passed by the shareholders of the company on Annual General Meeting held on 29 th September, 2020. Mr. Sanjiivv Jindall has been re- appointed as Whole Time Director-Strategy of the company, liable to retire by rotation.

Name of the Director	Mr. Aditya Jindal
DIN	01717507
Date of Birth & age	18.05.1987 and 34 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: ₹ 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	4



Directorships held in other companies as on March 31, 2022	Machino Transport Private Limited Grndmastermold Limited Pranna Plastics Limited Machino Plastics Becharaji Limited Machino Engineering Limited
Board Membership held in other Listed Companies as on March 31, 2022	NIL
Chairman/ Membership of the Committee held in other companies as on March 31, 2022	NIL
Number of Shares held in the Company as on March 31, 2022	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	As the resolution passed by the shareholders of the company on Annual General Meeting held on 29 th September, 2020, Mr. Aditya Jindal has been reappointed as Chairman cum Managing Director of the company, liable to retire by rotation.

By order of the Board of Directors

Place : Gurugram
Date : 20th May, 2022

Aditya Jindal
Chairman cum Managing Director