

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of the members of Machino Plastics Limited will be held on Tuesday, the 3<sup>rd</sup> September, 2024 at 10:30 A.M. through video conferencing or other audio-visual means (VC/OAVM) to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at 31<sup>st</sup> March, 2024, the Statement of Profit and Loss, Statement of change in equity and Cash Flow Statement and notes thereon for the Financial Year ended 31<sup>st</sup> March, 2024 together with the reports of Board of Directors and Auditors thereon:

**“RESOLVED THAT** the Audited Financial Statements of the Company including Balance Sheet as at 31<sup>st</sup> March, 2024, the Statement of Profit and Loss and Cash Flow Statement and notes thereon for the Financial Year ended 31<sup>st</sup> March, 2024 together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

2. To appoint a director in place of Mr. Aditya Jindal who retires by rotation and being eligible offers himself for re-appointment.

**“RESOLVED THAT** Mr. Aditya Jindal (DIN: 01717507) who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby reappointed as a director of the company, liable to retire by rotation”.

3. To appoint a director in place of Mr. Sanjiivv Jindall who retires by rotation and being eligible offers himself for re-appointment.

**“RESOLVED THAT** Mr. Sanjiivv Jindall (DIN: 00017902) who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby reappointed as a director of the company, liable to retire by rotation”.

### SPECIAL BUSINESS

4. 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, 150,152 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), 17, 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, Mr. Rajiv Kumar Singh (DIN-03060652) be and is hereby appointed as an Independent Director on the Board of the Company for the period of five consecutive years upto 15<sup>th</sup> May, 2029, not liable to retire by rotation.

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 149,150,152 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), 17, 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, Dr. Sandeep Goel (DIN-08471700) be and is hereby appointed as an Independent Director on the Board of the Company for the period of five consecutive years upto 15<sup>th</sup> May, 2029, 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 the provisions of section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and any other laws in force, the borrowing power limit of the Company be and is hereby fixed to Rs. 500 Crore.

**“RESOLVED FURTHER THAT** the consent of the Company be and is hereby accorded in favor of the Board of Directors to borrow monies up to the limit not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only) notwithstanding that the money to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) exceeds the aggregate of paid up share capital of the Company and its free reserves, that is to say, reserve not set apart for any specific purpose.

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



7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:
- “RESOLVED THAT** the consent of the Company be and is hereby accorded under the provisions of Section 180 (1) (a) of the Companies Act, 2013 and any other laws in force to the Board of Directors of the Company to mortgage and / or create charge on all or any of the immovable and / or movable properties of the Company, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company for securing loans up to a total amount of Rs. 500 Crores (Rupees Five Hundred Crores Only) for the purpose of the business of the Company and is further authorised to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.”
8. To consider and, if thought fit, to pass with or without modification (s) the following resolution as an Ordinary Resolution:
- “RESOLVED THAT,** Mr. Kazunari Yamaguchi (DIN – 07961388) who was appointed as a director of the company by the board of directors w.e.f. 08<sup>th</sup> August, 2023 and who holds the office up to the date of this Annual General Meeting pursuant to section 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable laws and in respect of whom the company has received the notice under section 160 of the Companies Act, 2013 be and is hereby appointed as a director of the Company, being liable to retire by rotation.”
9. 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 provisions of Section 188 of the Companies Act, 2013 (“Act”), read with the Companies (Meetings of the Board and its Powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Policy on Materiality of Related Party Transactions, and all other Acts and Rules currently in force and applicable to the Company, approval is hereby granted for related party transactions, whether at arm’s length or otherwise, as per the list provided below for the year 2023-24 and 2024-25, and for each succeeding year unless specified otherwise, covering all approvals required under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other laws and regulations applicable to the Company for the respective financial years. Such transactions include those that require Company approval for the purchase or sale of goods or services and advances resulting in debit or credit balances in the books of the Company.”

**DETAILS OF RELATED PARTY TRANSACTIONS FOR THE YEAR ENDED 2023- 24 AND 2024-25**

NAME OF RELATED PARTY	NATURE OF TRANSACTION	2023-24 Actual	2024-25 Proposed
		Year Ended (Rs. in Lakh)	Year Ended (Rs. in Lakh)
<b><u>RECEIVABLES</u></b>			
Maruti Suzuki India Limited	Sale of Goods and services	28,321.49	40,000.00
Maruti Suzuki India Limited	Tooling Advance	222.09	2,000.00
Suzuki Motorcycles India Private Limited	Tooling Advance	93.45	1,000.00
Suzuki Motor Gujrat Pvt Ltd	Sale of Goods and services	Nil	500.00
Suzuki Motor Cycles India Private Limited	Sale of Goods and services	4.94	1,000.00
Machino Plastics Becharaji Limited	Sale of Goods and services	236.92	1,000.00
Grndmastermold Limited	Sale of Goods and services	-	15.00

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NAME OF RELATED PARTY	NATURE OF TRANSACTION	2023-24 Actual	2024-25 Proposed
		Year Ended (Rs. in Lakh)	Year Ended (Rs. in Lakh)
<b><u>PAYABLES</u></b>			
Machino Polymers Limited	Purchase of Goods and services	5,092.37	7,500.00
Grndmastermold Limited	Purchase of Goods and services	72.05	95.00
Machino Plastics Becharaji Limited	Purchase of Goods and services	4,082.72	6,000.00
Mr. Aditya Jindal	Remuneration	73.20	73.20
Mr. Sanjiivv Jindall	Remuneration	73.20	73.20
Mr. Ravinder Hooda	Salary	21.71	30.00
Ms. Reetika Pant	Salary	8.59	15.00

\* All these transactions are exclusive of GST.

By order of the Board of Director

Aditya Jindal

Chairman cum Managing Director

DIN: 01717507

Place : Gurugram  
Date : 04<sup>th</sup> June, 2024

### NOTES:

1. The Ministry of Corporate Affairs (**MCA**) has issued a clarification (through its General Circular No. 10/2022 and General Circular No. 11/2022, dated 28.12.2022) allowing the conduct of annual general meeting (**AGM**) and extra-ordinary general meetings (EGM) of companies due for the year 2024, through video conference (**VC**) or other audio-visual means (**OAVM**) mode till September 30, 2024 and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 39<sup>th</sup> 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.

#### Link to participate in Annual General Meeting is

<https://machino.webex.com/machino/j.php?MTID=m85254b8e74a9602fe42cb073f866f1b8>

**WebEx Meeting Number (access code):** 2516 120 6357

**WebEx Meeting Password:** Jindal@1987

2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business under Item no. 4 to 9 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 is annexed hereto.
3. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting during the 39<sup>th</sup> 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 39<sup>th</sup> 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 39<sup>th</sup> 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 authorize 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 authorizing 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. Electronic copy of all relevant documents referred to in the accompanying Notice of the 39<sup>th</sup> Annual General Meeting and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at [www.machino.com](http://www.machino.com)
12. The register of members demat and share transfer books of the company will remain closed on 03<sup>rd</sup> September, 2024.
13. Dividend for the financial year ended March 31, 2017 and thereafter, which remain unpaid or unclaimed for a period of seven years from the date they became due for payment will be transferred by company to Investor Education & Protection Fund. Members who have not so far encashed dividend warrant(s) for aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the company/Registrar immediately.
14. 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, 4E/2, Jhandewalan Extension, New Delhi-110055, e-mail id: [rta@alankit.com](mailto:rta@alankit.com))
15. Individual shareholders can take the facility of nomination. For further detail in this regard shareholders may contact Share Transfer Agent of the company (M/s Alankit Assignments Limited, 4E/2, Jhandewalan Extension, New Delhi-110055, e-mail id: [rta@alankit.com](mailto:rta@alankit.com)) or their respective depository participant.
16. 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.
17. Members are requested to quote their Demat account / folio no. in all correspondence with the company.
18. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 39<sup>th</sup> 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 39<sup>th</sup> AGM and the Annual Report for the year 2024 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](mailto:sec.legal@machino.com) or may register their e-mail addresses with Alankit Assignments Ltd., Registrar and Transfer Agent of the Company at [rta@alankit.com](mailto:rta@alankit.com).
- b. For the Members holding shares in Demat form, please update your email address through your respective Depository Participant/s.
19. 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. The same shall also be available on the website of Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) .

## MACHINO PLASTICS LIMITED

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20. 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 distribution of dividends and other 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 [rta@alankit.com](mailto:rta@alankit.com) or with Machino Plastics Limited 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.
21. SEBI vide Circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31<sup>st</sup> July 2023 (updated as on 4<sup>th</sup> August 2023) has specified that a shareholder shall first take up his / her / their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he / she / they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link : [https://www.sebi.gov.in/legal/master-circulars/aug-2023/online-resolution-of-disputes-in-the-indian-securities-market\\_75220.html](https://www.sebi.gov.in/legal/master-circulars/aug-2023/online-resolution-of-disputes-in-the-indian-securities-market_75220.html) and <https://www.jtekt.co.in/Online-Dispute-Resolution.aspx>.

### 22. 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 39<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 email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)).
- 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 instructions for members for remote e-voting are as under :-

The remote e-voting period begins on 31<sup>st</sup> August, 2024 at 9:00 A.M. and ends on 2<sup>nd</sup> September, 2024 at 5:00 P.M. Further e-voting facility will also be available for members on 3<sup>rd</sup> September, 2024 from 10:30 A.M. till 12:00 P.M. if allowed by NSDL. The members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. 27<sup>th</sup> August, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the company as on the cut-off date, being 27<sup>th</sup> August, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by a member, the member shall not be allowed to change it subsequently.



## How do I vote electronically using NSDL e-Voting system?





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.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> <li>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for 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?**

- 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.



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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.

#### **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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.



4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [lakshaysethi@gmail.com](mailto:lakshaysethi@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi (Senior Manager) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories 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](mailto: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 (Company email id). 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.com](mailto:evoting@nsdl.com) 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.

### **EXPLANATORY STATEMENT TO ITEM NO. 04**

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 specialization in valuation with his long years of practical exposure as consultant and trainer. He has been retained and testified as an expert witness in India and abroad including The London Court of International Arbitration (LCIA), and ITAT is leading valuation cases relating to economic damages/transfer pricing. He has been actively working with leading law firms in India and USA in relation of valuation matters.

As per section 149,150, 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), 17, 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 an Independent Director is required to hold office for a term upto five consecutive years on the board of the company.

Mr. Rajiv Kumar Singh (DIN-03060652) has been appointed as an Additional and Independent Director on the Board of the Company for period upto 15<sup>th</sup> May, 2029, not liable to retire by rotation and thus he is now proposed to be confirmed for



appointment as an Independent Director by the shareholders in the ensuing Annual General Meeting of the company. The company has received eligibility confirmation from Mr. Rajiv Kumar Singh.

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

The shareholders are requested to pass the resolution.

None of the directors except Mr. Rajiv Kumar Singh himself is interested in the resolution.

#### **EXPLANATORY STATEMENT TO ITEM NO. 05**

Dr. Sandeep Goel, a Scholarly Finance Professional is Professor at Management Development Institute (MDI) Gurgaon with three decades of rich industry and academic experience. A perfect blend of theory and practice, he is an Alumnus of SRCC/DSE/FMS, University of Delhi. An avid writer with highly acclaimed book, Finance for Non-Finance People, Routledge, he is a name to reckon with on Forensic Accounting, Fraud Risk Management, and Corporate Governance. He has conducted and delivered over 500 MDPs/Training Programs at senior and mid-levels dealing with financial and management skills, and trained more than 10,000 officials and executives of Govt, PSUs and Private Corporate over the years. Additionally, he has executed numerous consultancy assignments. The organizations include UBI, IFCI, IOCL, Maruti Suzuki, JK Tyre, NPCI, IRS, FIA Business School (Brazil), Bata, and many more. To further, he is a Visiting Professor to the University of Lodz, Poland and Aix-Marseille Graduate School of Management – IAE Aix-Marseille University, France having an extensive international experience in different parts of the world, including the US, Europe, Canada and Asia.

As per section 149, 150, 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), 17, 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Independent Director is required to hold office for a term upto five consecutive years on the board of the company.

Dr. Sandeep Goel (DIN-08471700) has been appointed as an Additional and Independent Director on the Board of the Company for period upto 15<sup>th</sup> May, 2029, not liable to retire by rotation and thus he is now proposed to be confirmed for appointment as an Independent Director by the shareholders in the ensuing Annual General Meeting of the company. The company has received eligibility confirmation from Dr. Sandeep Goel.

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

The shareholders are requested to pass the resolution.

None of the directors except Dr. Sandeep Goel himself is interested in the resolution.

#### **EXPLANATORY STATEMENT TO ITEM NO. 06**

At the Annual General Meeting held by the Company on 12<sup>th</sup> August, 2014, a resolution was passed by the shareholders authorizing the Board of Directors of the Company to borrow up to an amount of Rs. 200 Crores (Rupees Two Hundred Crores Only). Under section 180(1) (c) of the Companies Act for borrowing power of more than the paid up capital and free reserve, the approval of the shareholders is required. Hence the Board recommends the resolution for your approval to meet the requirements of section 180 (1) (c) of the Companies Act, 2013.

Your company wish to increase borrowing power to Rs. 500 Cr. which requires the approval in the General Meeting of the Company.

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

#### **EXPLANATORY STATEMENT TO ITEM NO. 07**

At the Annual General Meeting of the Company held on 12<sup>th</sup> August, 2014, a resolution was passed by the shareholders authorizing the Board of Directors of the Company to mortgage and / or create charge on all or any of the immovable and / or movable properties of the Company, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company for securing loans up to a total amount of Rs. 200 Crores (Rupees Two Hundred Crores Only) for the purpose of the business of the Company.

Your company wish to increase borrowing power to Rs. 500 Cr. (Rupees Five Hundred Crores Only) which requires the approval in the General Meeting of the Company to mortgage and / or create charge on all or any of the immovable and / or movable properties of the Company, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company for securing loans up to a total amount of Rs. 500 Crores (Rupees Five Hundred Crores Only) for the purpose of the business of the Company. Hence the Board seek your consent to enable them to create perfect security in favour of lenders.

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

## MACHINO PLASTICS LIMITED

### EXPLANATORY STATEMENT TO ITEM NO. 08

Mr. Kazunari Yamaguchi, the Nominee director, aged 61 years, has completed his Graduation from Department of Agriculture, Kagoshima university. He joined Suzuki Motor Corporation in April 1986 and become General Manager of Production Engineering Department in April 2011.

Mr. Kazunari Yamaguchi (DIN – 07961388) who was appointed as a director of the company by the Board of Directors w.e.f. 08<sup>th</sup> August, 2023 and who holds the office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable laws and in respect of whom the company has received the notice under Section 160 of the Companies Act, 2013 for his appointment.

Mr. Kazunari Yamaguchi is the Nominee Director on the Board of Machino Plastics Limited on behalf of Suzuki Motor Corporation, Japan.

The Board recommends the resolution for approval of the members.

None of the directors except Mr. Kazunari Yamaguchi himself is interested in the resolution.

### EXPLANATORY STATEMENT TO ITEM NO. 09

Your Company is subject to the provisions related to Section 188 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, as per the notification issued by the Ministry of Corporate Affairs. As per these provisions, the Company requires the approval of the shareholders in the General Meeting for entering into specified related party transactions that exceed the prescribed threshold and do not meet the exemption criteria. In light of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the intent of the Companies Act, 2013, the Audit Committee and the Board of Directors of the Company have approved the following transactions in their meetings held on 04<sup>th</sup> June, 2024, and have recommended seeking the approval of the shareholders for the financial years 2023-24 and 2024-2025 for the following years and for the following transaction:

#### Summar of related party transactions

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 (Rs in Lakh)	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	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Any other relevant information
<b>RECEIVABLES</b>									
Maruti Suzuki India Limited	Sale of Goods and services	Associate companies	"Ongoing and perpetual transaction"	40,000.00	118.43%	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 on arm's length basis, within the limits approved by Audit Committee in its meeting held on 30th May, 2023. Now, there are enhanced limits to be approved by shareholders	Not Required	-	-
Maruti Suzuki India Limited	Tooling advance	Associate companies	"Ongoing and perpetual transaction"	2,500.00	7.40%	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 on arm's length basis, within the limits approved by Audit Committee in its meeting held on 30th May, 2023. Now, there are enhanced limits to be approved by shareholders	Not Required	-	-
Suzuki Motor Gujrat Pvt Ltd	Sale of Goods and services	Enterprises under common control	"Ongoing and perpetual transaction"	500.00	1.48%	"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 on arm's length basis, within the limits approved by Audit Committee in its meeting held on 30th May, 2023. Now, there are enhanced limits to be approved by shareholders	Not Required	-	-



Suzuki Motor Cycles India Private Limited	Sale of Goods and services	Enterprises under common control	"Ongoing and perpetual transaction "	2,500.00	7.40%	"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 on arm's length basis, within the limits approved by Audit Committee in its meeting held on 30th May, 2023. Now, there are enhanced limits to be approved by shareholders "	Not Required	-	-
Suzuki Motor Cycles India Private Limited	Tooling advance	Enterprises under common control	"Ongoing and perpetual transaction "	1,000.00	2.96%	"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 on arm's length basis, within the limits approved by Audit Committee in its meeting held on 30th May, 2023. Now, there are enhanced limits to be approved by shareholders "	Not Required	-	-
Machino Plastics Becharaji Limited	Sale of Goods and services	Enterprises over which KMP has exercise significant influence	"Ongoing and perpetual transaction "	1,000.00	2.96%	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 on arm's length basis, within the limits approved by Audit Committee in its meeting held on 30th May, 2023. Now, there are enhanced limits to be approved by shareholders	Not Required	-	-
Grnd-master-mold Limited	Sale of Goods and services	Enterprises over which KMP has exercise significant influence	"Ongoing and perpetual transaction "	15.00	0.04%	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 GMLL in ordinary course of business and on arm's length basis, within the limits approved by Audit Committee in its meeting held on 30th May, 2023. Now, there are enhanced limits to be approved by shareholders	Not Required	-	-
<b>PAYABLES</b>									
Machino Polymers Limited	Purchase of Goods and services	Enterprises over which KMP has exercise significant influence	"Ongoing and perpetual transaction "	7,500.00	22.21%	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 on arm's length basis, within the limits approved by Audit Committee in its meeting held on 30th May, 2023. Now, there are enhanced limits to be approved by shareholders	Not Required	-	-
Grnd-master-mold Limited	Purchase of Goods and services	Enterprises over which KMP has exercise significant influence	"Ongoing and perpetual transaction "	95.00	0.28%	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 GMLL in ordinary course of business and on arm's length basis, within the limits approved by Audit Committee in its meeting held on 30th May, 2023. Now, there are enhanced limits to be approved by shareholders	Not Required	-	-
Machino Plastics Becharaji Limited	Purchase of Goods, services and lease	Enterprises over which KMP has exercise significant influence	"Ongoing and perpetual transaction "	7,500.00	22.21%	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 on arm's length basis, within the limits approved by Audit Committee in its meeting held on 30th May, 2023. Now, there 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, Machino Plastics Becharaji Limited, Suzuki Motor Corporation, Suzuki Motor Gujarat Private Limited, Grndmastermold Limited, Machino Polymers Limited and Machino Plastics 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. Kazunari Yamaguchi, Suzuki Motor Corporation as a Nominee Director

## MACHINO PLASTICS LIMITED

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.

Machino Plastics Becharaji Limited a significantly owned company of Mr. Aditya Jindal, Chairman cum Managing Director

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 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 and Mr. Kazunari Yamaguchi be deemed interested in their respective related party transactions.

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

Director	Brief Resume	Hold Directorship in other Co's	Membership in Committee	Shares Held
Mr. Sanjiivv Jindall	Mr. Sanjiivv Jindall, the Whole Time Director-Strategy aged 67 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 Ltd. Pranna Plastics Ltd. Machino Transport Pvt. Ltd.	Share Transfer Committee  (Above mentioned membership is in Machino Plastics Limited)	5,61,802
Mr. Rajiv Kumar Singh	Mr. Rajiv Kumar Singh, Independent Director is 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 specialization in valuation with his long years of practical exposure as consultant and trainer. He has been retained and testified as an expert witness in India and abroad including The London Court of International Arbitration LCIA), and ITAT is leading valuation cases relating to economic damages/transfer pricing. He has been actively working with leading law firms in india and USA in relation of valuation matters.	International Business Valuers Association RS Valuation Services Private Limited IACVS India Association RVR Corporate Consultancy Private Limited	Nomination and Remuneration Committee  Stakeholder Relationship Committee  Audit Committee  (Above mentioned membership is in Machino Plastics Limited)	Nil



Dr. Sandeep Goel	Dr. Sandeep Goel, Independent Director, a Scholarly Finance Professional is Professor at Management Development Institute (MDI) Gurgaon with three decades of rich industry and academic experience. A perfect blend of theory and practice, he is an Alumnus of SRCC/DSE/FMS, University of Delhi. An avid writer with highly acclaimed book, Finance for Non-Finance People, Routledge, he is a name to reckon with on Forensic Accounting, Fraud Risk Management, and Corporate Governance. He has conducted and delivered over 500 MDPs/Training Programs at senior and mid-levels dealing with financial and management skills, and trained more than 10,000 officials and executives of Gol, PSUs and Private Corporate over the years. Additionally, he has executed numerous consultancy assignments. The organizations include UBI, IFCI, IOCL, Maruti Suzuki, JK Tyre, NPCI, IRS, FIA Business School (Brazil), Bata, and many more. To further, he is a Visiting Professor to the University of Lodz, Poland and Aix-Marseille Graduate School of Management – IAE AIX-Marseille University, France having an extensive international experience in different parts of the world, including the US, Europe, Canada and Asia.	Nil	Audit Committee  Stakeholder Relationship Committee  Nomination and Remuneration Committee  (Above mentioned membership is in Machino Plastics Limited)	Nil
Mr. Aditya Jindal	Mr. Aditya Jindal, Chairman cum Managing Director aged 37 years, has completed his Bachelor of Science in Chemical Engineering from University of Michigan, Ann Arbor.	Machino Transport Pvt. Limited  Grndmastermold Limited  Pranaa Plastics Limited  Machino Plastics Becharaji Limited  Machino Engineering Limited	Audit Committee  Stakeholder Relationship Committee  Nomination and Remuneration Committee  Share Transfer Committee  (Above mentioned membership is in Machino Plastics Limited)	6,73,357
Mr. Kazunari Yamaguchi	Mr. Kazunari Yamaguchi, aged 61 years, is Graduated from Department of Agricultural Engineering, Faculty of Agriculture, Kagoshima university in May 1986. He was appointed in the meeting of board of directors of the company held on 08 <sup>th</sup> August, 2023 and he is not related to director, manager and key managerial personnel of the company. Being a nominee director of Suzuki Motor Corporation, he does not receive any sitting fee or remuneration from the company.	Suzuki Motor Gujarat Private Limited  Manesar Steel Processing(India) Private Limited	Risk Management Committee	Nil

## MACHINO PLASTICS LIMITED

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

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

<b>Name of the Director</b>	<b>Mr. Rajiv Kumar Singh</b>
<b>DIN</b>	03060652
<b>Date of Birth &amp; age</b>	01.02.1969 & 55 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 is 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>	4
<b>Directorships held in other companies as on 31.03.2024</b>	International Business Valuers Association RS Valuation Services Private Limited IACVS Indian Association RVR Corporate Consultancy Private Limited
<b>Board Membership of other Listed Companies as on 31<sup>st</sup> March, 2024</b>	Nil
<b>Chairman/ Membership of the Committee held in other companies as on 31.03.2024</b>	None
<b>Number of Shares held in the Company as on 31<sup>st</sup> March, 2024</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 re-appointment of Additional and Independent Director, subject to the approval of shareholders in forthcoming Annual General Meeting
<b>Skills and capabilities required for the role and the manner in which the director meets such requirements</b>	The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Rajiv Kumar Singh and he possess the relevant skill and capabilities to discharge the role of Independent Director.
<b>Name of the Director</b>	<b>Dr. Sandeep Goel</b>
<b>DIN</b>	08471700
<b>Date of Birth &amp; age</b>	18.10.1975 & 49 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 with specialization in Finance from Department of Commerce, University of Delhi.



<b>Experience and Expertise</b>	Dr. Sandeep Goel, a Scholarly Finance Professional is Professor at Management Development Institute (MDI) Gurgaon with three decades of rich industry and academic experience. A perfect blend of theory and practice, he is an Alumnus of SRCC/DSE/FMS, University of Delhi. An avid writer with highly acclaimed book, Finance for Non-Finance People, Routledge, he is a name to reckon with on Forensic Accounting, Fraud Risk Management, and Corporate Governance. He has conducted and delivered over 500 MDPs/Training Programs at senior and mid-levels dealing with financial and management skills, and trained more than 10,000 officials and executives of GoI, PSUs and Private Corporate over the years. Additionally, he has executed numerous consultancy assignments. The organizations include UBI, IFCI, IOCL, Maruti Suzuki, JK Tyre, NPCI, IRS, FIA Business School (Brazil), Bata, and many more. To further, he is a Visiting Professor to the University of Lodz, Poland and Aix-Marseille Graduate School of Management – IAE Aix-Marseille University, France having an extensive international experience in different parts of the world, including the US, Europe, Canada and Asia.
<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>	3
<b>Directorships held in other companies as on 31.03.2024</b>	Nil
<b>Board Membership of other Listed Companies as on 31<sup>st</sup> March, 2024</b>	Nil
<b>Chairman/ Membership of the Committee held in other companies as on 31.03.2024</b>	None
<b>Number of Shares held in the Company as on 31<sup>st</sup> March, 2024</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 re-appointment of Additional and Independent Director, subject to the approval of shareholders in forthcoming Annual General Meeting.
<b>Skills and capabilities required for the role and the manner in which the director meets such requirements</b>	The Nomination and Remuneration Committee of the Board has evaluated the profile of Dr. Sandeep Goel and he possess the relevant skill and capabilities to discharge the role of Independent Director.
<b>Name of the Director</b>	<b>Mr. Sanjiivv Jindall</b>
<b>DIN</b>	00017902
<b>Date of Birth &amp; age</b>	28.06.1957 and 67 years
<b>Qualification</b>	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.
<b>Experience and Expertise</b>	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.
<b>Remuneration proposed to be paid</b>	Basic Salary: Rs. 5, 00,000/- per month along with provident fund and other retirement benefits as per schedule V.



## MACHINO PLASTICS LIMITED

<b>Date of first appointment on the Board</b>	01.07.1987
<b>Number of Board Meetings attended during the year</b>	4
<b>Directorships held in other companies as on 31.03.2024</b>	Machino Transport Private Limited Grndmastermold Limited Pranaa Plastics Limited
<b>Board Membership of other Listed Companies as on 31<sup>st</sup> March, 2024</b>	NIL
<b>Chairman/ Membership of the Committee held in other companies as on 31.03.2024</b>	NIL
<b>Number of Shares held in the Company as on 31<sup>st</sup> March, 2024</b>	5,61,802 Equity Shares
<b>Relationship with other directors, manager and other Key Managerial Personnel of the company</b>	Father of Mr. Aditya Jindal, 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 24th September, 2022 Mr. Sanjiivv Jindall has been reappointed as Whole Time Director-Strategy, liable to retire by rotation.
<b>Skills and capabilities required for the role and the manner in which the director meets such requirements</b>	The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Sanjiivv Jindall and he possess the relevant skill and capabilities to discharge the role of Director.

<b>Name of the Director</b>	<b>Mr. Aditya Jindal</b>
<b>DIN</b>	01717507
<b>Date of Birth &amp; age</b>	26.05.1987 and 37 years
<b>Qualification</b>	Bachelor of Science in Chemical Engineering from University of Michigan, Ann Arbor.
<b>Experience and Expertise</b>	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.
<b>Remuneration proposed to be paid</b>	Basic Salary: Rs.5, 00,000/- 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 31.03.2024</b>	Machino Transport Private Limited Grndmastermold Limited Pranaa Plastics Limited Machino Plastics Becharaji Limited Machino Engineering Limited
<b>Board Membership of other Listed Companies as on 31<sup>st</sup> March, 2024</b>	NIL
<b>Number of Shares held in the Company as on 31<sup>st</sup> March, 2024</b>	673,357 Equity Shares
<b>Relationship with other directors, manager and other Key Managerial Personnel of the company</b>	Son of Mr. Sanjiivv Jindall, Whole Time Director-Strategy
<b>Terms and Conditions of re-appointment</b>	As the resolution passed by the shareholders of the company on Annual General Meeting held on 24 <sup>th</sup> September, 2022 Mr. Aditya Jindal has been reappointed as Chairman cum Managing Director, liable to retire by rotation.



<b>Skills and capabilities required for the role and the manner in which the director meets such requirements</b>	The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Aditya Jindal and he possess the relevant skill and capabilities to discharge the role of Director.
<b>Name of the Director</b>	<b>Mr. Kazunari Yamaguchi</b>
<b>DIN</b>	07961388
<b>Date of Birth &amp; age</b>	11.01.1963 and 61 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>	08.08.2023
<b>Number of Board Meetings attended during the year</b>	3
<b>Directorships held in other companies as on 31.03.2024</b>	Bellsonica Auto Component India Private Limited Maruti Suzuki India Limited Manesar Steel Processing (India) Private Limited
<b>Board Membership of other Listed Companies as on March 31, 2024</b>	Maruti Suzuki India Ltd
<b>Chairman/ Membership of the Committee held in other companies as on 31.03.2024</b>	Risk Management Committee. (Above mentioned membership is in Maruti Suzuki India Limited)
<b>Number of Shares held in the Company as on 31<sup>st</sup> March, 2024</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 Nominee Director, subject to the approval of shareholders in forthcoming Annual General Meeting
<b>Skills and capabilities required for the role and the manner in which the director meets such requirements</b>	The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Kazunari Yamaguchi and he possess the relevant skill and capabilities to discharge the role of Director.

**By order of the Board of Directors**

Place : Gurugram  
Date : 04<sup>th</sup> June, 2024

**Aditya Jindal**  
**Chairman cum Managing Director**  
**DIN: 01717507**