Machino Plastics Limited

Registered Office & Plant:

3, Maruti J.V. Complex, Delhi-Gurugram Road, Haryana – 122 015, India.

Tel: 0124-2341218, 2340806
Fax: 0124-2340692

CIN: L25209HR2003PLC035034
Email: admin@machino.com
Website: www.machino.com

22nd August, 2025

The BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001
corp.relations@bseindia.com
Security Code No. : 523248

Sub: Notice of 40th Annual General Meeting and Annual Report of the Company

Dear Sir/Madam,

Please find enclosed herewith the soft copy of the Notice convening 40th Annual General Meeting of the Company will be held on Saturday, the 27th September, 2025 at 10:30 a.m. (IST) through Video Conferencing **('VC')** / Other Audio-Visual Means **('OAVM')** and the Annual Report for the financial year 2024-25.

The Notice of the AGM along with Annual Report of the Company is enclosed herewith pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your kind information and record.

Thanking You,

Yours Faithfully
For **Machino Plastics Limited**

ADITYA JINDAL
Digitally signed by ADITYA JINDAL
Date: 2025.08.22 13:29:49 +05'30'

MACHINO PLASTICS LIMITED GURUGRAM

Aditya Jindal
Chairman cum Managing Director

MACHINO PLASTICS LIMITED

40th ANNUAL REPORT

2024 - 25

Five years financial performance highlights

Amount in Lakhs (except Earning Per Share and Book Value per equity share)

Sr #	Particulars	Financial Year ending 31st March				
		2024-25	2023-24	2022-23	2021-22	2020-21
1	Total Income (Net of Taxes)	38,885.46	33,780.14	33,152.82	26,553.46	21,037.57
2	Earning before Interest, Tax, Depreciation & Amortization	3,291.90	2,612.16	2,148.18	1,660.70	1,657.15
3	Depreciation and amortization	1,006.89	1,419.63	1,286.95	1,361.88	1,515.85
4	Profit / (loss) before tax	1,120.50	524.33	214.15	-344.39	-576.26
5	Profit / (loss) after tax	855.61	369.47	159.55	-247.77	-410.49
6	Cash EPS (PAT+Dep) / No. of Shares	30.35	29.15	23.57	18.15	18.01
7	Earning per share of Rs 10 each	13.94	6.02	2.60	-4.04	-6.69
8	Equity (61,36,800 shares of Rs 10 each)	613.68	613.68	613.68	613.68	613.68
9	Reserves (excluding revaluation reserve)	4,751.94	3,866.53	3,503.02	3,319.12	3,603.40
10	Shareholder Funds (8+9)	5,365.62	4,480.21	4,116.70	3,932.80	4,217.08
11	Gross Block (Including CWIP & Intangible assets)	47,699.58	37,256.18	35,558.84	35,416.38	37,356.67
12	Book Value per equity shares of Rs 10 each	87.43	73.01	67.08	64.09	68.72

CORPORATE INFORMATION

Board of Directors

Mr. Aditya Jindal	Chairman cum Managing Director
Mr. Sanjiivv Jindall	Whole Time Director -Strategy
Mr. Kazunari Yamaguchi	Director (Representative of Suzuki Motor Corporation, Japan)
Mrs. Anupam Gupta	Independent Woman Director
Dr. Sandeep Goel	Independent Director
Mr. Rajiv Kumar Singh	Independent Director

BANKERS / NBFCs

Bank of India
1G/52, Bunglow Plot, NIT Faridabad - 122001

Bajaj Finance Limited
K 103A, K 103B, 1st Floor, Block-I, Lajpat Nagar-II, New Delhi - 110024

Kotak Mahindra Bank Limited
Asset Area 9, First Floor, IBIS Commercial Block, Hospitality District, New Delhi

Tata Capital Limited
7th Floor, Videocon Tower, Block E 1, Jhandewalan Extension, New Delhi -110055

Yes Bank Limited
Ground Floor, SCO 27, Sector 14, Huda Market, Gurugram

STATUTORY AUDITOR FOR FY 2024-25

KMGS & Associates
Chartered Accountants
18, National Park, Lajpat Nagar,
New Delhi - 110024
or
D-79, South City - I, Gurugram - 122001

SECRETARIAL AUDITOR FOR FY 2024-25

M/s Gaurav Sethi & Co. (upto 23rd May 2025)
Practising Company Secretary,
111, RG Mall, Sector - 9, Rohini,
Delhi - 110085
M/s AK & Associates
Practising Company Secretary,
B-14, Vasant Kunj Enclave,
New Delhi - 110070

CHIEF FINANCIAL OFFICER

Mr. Ravinder Hooda

COMPANY SECRETARY

Ms. Reetika Pant (Upto 23rd May 2025)
Ms. Sandhya Kumari (W.e.f. 23rd May 2025)

REGISTERED OFFICE

Plot No 3, Maruti Joint Venture Complex,
Udyog Vihar, Phase –IV, Gurugram -122015(Haryana)
Ph: 0124-2341218, 2340806, 2346094
E-mail: sec.legalggn@machino.com

SHARE TRANSFER AGENT

(For Demat & Physical Purpose)
Alankit Assignments Limited
4E/2, Jhandewalan Extension, New Delhi -110055
Ph: 011-42541234, Fax: 011-23552001
Email: rta@alankit.com

CONTENT

40th Annual General Meeting on Saturday, the 27th September, 2025 at 10:30 A.M. through video conferencing / other audio visual means.

The Annual Report can be accessed at **www.machino.com**

Link to participate in Annual General Meeting is -

https://machino.webex.com/machino/j.php?MTID=m42882230616c2e63fa367eb3f1cc0993

WebEx Meeting Number (access code):- 2516 626 8090

WebEx Meeting Password:- mpl@#1987

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting of the members of M/s Machino Plastics Limited will be held on Saturday, the 27th September, 2025, 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 31st March, 2025, the statement of Profit and Loss, statement of change in equity and Cash Flow Statement and notes thereon for the financial year ended 31st March, 2025 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 31st March, 2025, the Statement of Profit and Loss and Cash Flow Statement and notes thereon for the Financial year ended 31st March, 2025 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. 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".

3. 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".

SPECIAL BUSINESS

4. To appoint the Secretarial Auditors of the company:

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 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions if any of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time, M/s. A K & ASSOCIATES, Practicing Company Secretary (Firm Registration No. S2011DE162200) be and is hereby appointed as Secretarial Auditor of the Company for a period of five (5) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting of the Company to be held for the Financial Year ended 31st March, 2030 at a remuneration of Rs. 50,000/- per financial year with 10% increment every succeeding year subject to TDS and taxes as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

5. To Re-appoint Mr. Sanjiivv Jindall (DIN: 00017902) as a Whole Time Director-Strategy:

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 2(78), 2(94), 188, 196, 197,198,203, Schedule-V and all other applicable provisions of the Companies Act, 2013, Regulation 17 of SEBI (LODR) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force("Listing regulations") and in accordance with the recommendation made by the Nomination and Remuneration Committee and by the Board, approval of the members be and are hereby accorded for re-appointment of Mr. Sanjiivv Jindall, Whole Time Director-Strategy, of the Company for a period of three years with effect from 1st April 2026, terminable with one month notice from either side, as per the terms and conditions mentioned below:

A. Tenure: Three (3) years i.e. from 1st April, 2026.

B. 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 Re-appoint Mr. Aditya Jindal (DIN: 01717507) as a Chairman and Managing Director:

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 2(78), 2(94), 188, 196, 197, 198, 203, Schedule-V and all other applicable provisions of the Companies Act, 2013, Regulation 17 of SEBI (LODR) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force("Listing regulations") and in accordance with the recommendation made by the Nomination and Remuneration Committee and by the Board, approval of the members be and are hereby accorded for re-appointment of Mr. Aditya Jindal, Chairman and the Managing Director of the Company for a period of three years with effect from 1st April 2026, terminable with one month notice from either side, as per the terms and conditions mentioned below:

A. Tenure: Three (3) years i.e. from 1st April, 2026.

B. 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 appoint Ms. Sarika Marwaha (DIN: 03119349) as an Independent Woman Director of the company.

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

"RESOLVED THAT Pursuant to Sections 149, 150, 152, 161(1) read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulations 16(1)(b), 17, 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Sarika Marwaha (DIN: 03119349), be and is hereby appointed as an Independent Woman Director on the Board, not liable to retire by rotation and to hold office for a term of five (5) consecutive years commencing from 12th November, 2025 up to 11th November, 2030.

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."

8. To Approve Material Related Party Transactions of the Company with Maruti Suzuki India Limited and Suzuki Motor Corporation:

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

"RESOLVED AS A SPECIAL RESOLUTION, pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act"), and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's 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 of Maruti Suzuki India Limited and Suzuki Motor Corporation for the year 2024-25 and 2025-26, 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 MATERIAL RELATED PARTY TRANSACTIONS WITH MSIL AND SMC FOR THE YEAR ENDED 2024- 25 AND 2025-26

NAME OF RELATED PARTY	NATURE OF TRANSACTION	2024-25 Actual	2025-26 Proposed
		Year Ended (Rs. in Lakh)	Year Ended (Rs. in Lakh)
RECEIVABLES			
Maruti Suzuki India Limited	Sale of Goods and services	32,940.07	50,000.00
Maruti Suzuki India Limited	Tooling Advance	1,885.37	5,000.00
Suzuki Motor Cycles India Private Limited	Tooling Advance	22.13	1,000.00
Suzuki Motor Gujrat Pvt. Ltd	Sale of Goods and services	-	500.00
Suzuki Motor Cycles India Private Limited	Sale of Goods and services	238.43	2,500.00

* All these transactions are exclusive of GST.

9. **To approve Material Related Party Transactions of the Company except Maruti Suzuki India Limited and Suzuki Motor Corporation:**

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, pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act"), and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's 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 of related parties (except Maruti Suzuki India Limited and Suzuki Motor Corporation) for the year 2024-25 and 2025-26, 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 (EXCEPT MSIL AND SMC) FOR THE YEAR ENDED 2024- 25 AND 2025-26

NAME OF RELATED PARTY	NATURE OF TRANSACTION	2024-25 Actual	2025-26 Proposed
		Year Ended (Rs. in Lakh)	Year Ended (Rs. in Lakh)
RECEIVABLES			
Machino Plastics Becharaji Limited	Sale of Goods and services	471.82	1,000.00
Grndmastermold Limited	Sale of Goods and services	-	15.00
PAYABLES			
Machino Polymers Limited	Purchase of Goods and services	5,678.63	10,000.00
Grndmastermold Limited	Purchase of Goods and services	70.24	95.00
Machino Plastics Becharaji Limited	Purchase of Goods and services	5,276.16	9,500.00
Mr. Sanjiivv Jindall	Remuneration	73.20	95.00
Mr. Aditya Jindal	Remuneration	73.20	95.00
Mr Ravinder Hooda	Salary	23.70	50.00
Ms. Sandhya Kumari	Salary	*9.58	25.00
Ms Reetika Pant	Salary	12.79	25.00

All these transactions are exclusive of GST

* Ms. Sandhya Kumari Appointed as Company Secretary w.e.f 23rd May, 2025

By order of the Board of Director

Aditya Jindal
Chairman cum Managing Director
DIN: 01717507

Place : Gurugram
Date : 14th August, 2025

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 and General Circular No. 09/2024, dated 19.09.2024) allowing the conduct of annual general meeting **(AGM)** and extra ordinary general meetings **(EGM)** of companies due for the year 2024 and 2025, through video conference **(VC)** or other audio-visual means **(OAVM)** mode till September 30, 2025 and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 40th 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=m42882230616c2e63fa367eb3f1cc0993

   WebEx Meeting Number (access code): 2516 626 8090

   WebEx Meeting Password: mpl@#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 8 set above and additional information 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 retiring by rotation, seeking appointment/ re-appointment at the Annual General Meeting.

   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 40th 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 40th 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. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. 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 Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on first come first served basis. Members will be provided with a facility to attend the AGM through VC/OAVM.

7. Corporate/Institutional Members are required to send a scanned certified true copy of the Board Resolution/Authority Letter, etc., authorizing their representative to attend the AGM through VC on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address at atimakhanna@gmail.com, with a copy marked to the Company at sec.legalggn@machino.com.

8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

9. 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.

10. Electronic copy of all relevant documents referred to in the accompanying Notice of the 40th 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.

11. The register of members demat and share transfer books of the company will remain closed on 27th September 2025.

12. Dividend for the financial year ended 31st March, 2018 and thereafter, which remain unpaid or unclaimed for a period of seven years from the date they become 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.

13. Alankit Assignments Ltd. having its office at Alankit House,4E/2, Jhandelwalan Extension, New Delhi – 110055 is the Registrar & Share Transfer Agent (RTA).

    As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1st, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Alankit Assignments Ltd. ("RTA") for assistance.

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

15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH - 13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at rta@alankit.com or sec.legalggn@machino.com in case the shares are held in physical form, quoting their folio no(s).

16. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant.

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 dated May 12, 2020, Notice of the AGM along with the Annual Report 2024-25 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.machino.com and the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com .

    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 40th AGM and the Annual Report for the year 2025 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.legalggn@machino.com or may register their e-mail addresses with Alankit Assignments Ltd., Registrar and Transfer Agent of the Company at 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 at 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.

20. SEBI vide its Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), bank account details & specimen signature ("KYC") and choice of Nomination. 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 or with Machino Plastics Limited at sec.legalggn@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 31st July 2023 (updated as on 4th 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/circulars/jul-2023/online-resolution-of-disputes-in-the-indian-securities-market_74794.html

22. Voting through electronic means (Instructions for e-voting and joining the AGM are as follows):

    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 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

    II. 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) on the resolutions mentioned in the Notice of the Annual General Meeting(AGM) of the Company.

    III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

    IV. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

        a The facility for electronic voting system, shall also be made available at the 40th AGM. The Members attending the AGM, who have not cast their votes through remote e-voting, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM Further E-Voting facilities will also be available for members on 27th September,2025 from 10:30 A.M to 12:00 P.M, if allowed by NSDL .

        b The remote e-voting period begins on 24th September, 2025 at 09:00 A.M. and ends on 26th September, 2025 at 05:00 P.M.

        c The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2025, may cast their vote electronically.

        d 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 20th September, 2025.

        e Ms. Atima Khanna (M. No. 9216), Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the voting process in a fair and transparent manner.

    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.

    The Company has enabled e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the NSDL (E-Voting Service Provider-ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

    The manner and process of remote e-Voting are as under:

    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.	1. For OTP based login you can click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp.** You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 2. 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 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. 

Individual Shareholders holding securities in demat mode with CDSL	1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 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.
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 above mentioned 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.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911, 1800-22-5533

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?

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.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.

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 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 atimakhanna@gmail.com.
2. with a copy marked to 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.
3. 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.
4. 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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre (Senior Manager) at 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.legalggn@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.legalggn@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.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.

E-voting result

The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during AGM and will make, not later than two working days from 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.

The Results declared along with the report of the Scrutinizer will be placed on the website of the Company https://machino.com/ and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the BSE Limited

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015-

The explanatory statements are provided below for Item no. 4 to 8 as per Section 102(1) of the Companies Act, 2013:

EXPLANATORY STATEMENT TO ITEM NO. 04

To Appoint M/s A K & Associates, as Secretarial Auditor of the Company

Pursuant to provisions of Section 204 of the Companies Act, 2013, read with the rule 9 of the companies (Appointment and Remuneration of managerial personnel) Rules 2014 and Regulation 24A of the SEBI (LODR) Regulations, 2015 and SEBI vide its notification dated December 12, 2024, amended the SEBI Listing Regulations, 2015. The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31st December, 2024 (the Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per amended regulations 24A of the Listing Regulations, the Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company.

Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. 01st April, 2025, every Listed Company on the recommendation of the Board of Directors shall appoint or re-appoint (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, has recommended appointment of M/s A K & Associates, a firm of Practicing Company Secretaries, (Firm Registration No. S2011DE162200) as the Secretarial Auditor of the Company for a period of five consecutive years commencing from the conclusion of this Annual General Meeting (2024-25) till the conclusion of the 45th Annual General Meeting of the Company to the held for the financial year ended 31st March 2030.

M/s A K & Associates has consented to the said appointment and confirmed their appointment as a Secretarial Auditor of the Company.

The details required to be disclosed under Regulation 36(5) of the SEBI (LODR) Regulations, 2015 are as follows:

Brief profile of Ms. Atima Khanna, Practicing Company Secretary including the nature of expertise in specific functional area as under:

Ms. Atima Khanna, FCS, MBA Finance, NCFM is a Fellow member of ICSI and proprietor of A K & Associates. She is practicing in the field of Company Secretary since last 13 years. She is a versatile personality specialized in handling Secretarial matters relating to Public and Private companies, Appearance before RD, on panel of various bank for Due diligence report, Liasoning with various Ministries, Registrar of Companies, Regional Director, Stock Exchanges, Central Government, SEBI, SAT & RBI. She also has experience of drafting various Corporate Agreements like Shareholders Agreement, Share Purchase Agreement, ESOP scheme etc. Handled matters relating to incorporation of Public/Private Companies, Limited Liability Partnerships, Conversions of Companies and LLPs, Compounding of Offences, Shifting of Registered office, Annual statutory Compliances, advisory on FEMA matters, SEBI compliances- secretarial audit, corporate governance certificate etc., Intellectual property rights applications, Closure of business through winding up and strike off. She is an active participant at the programmes conducted by ICSI, ASSOCHAM, IICA, CII etc.

Other Disclosers

M/s A K & Associates provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. The consent cum certificate and Peer Review Certificate received from M/s A K & Associates.

M/s A K & Associates has confirmed that they are not disqualified from being appointed as Secretarial Auditors and has no conflict of interest.

M/s A K & Associates has further furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies.

The proposed remuneration to be paid to M/s A K & Associates is Rs. 50,000/- per financial year with 10% increment every succeeding year subject to TDS and taxes as applicable. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the Secretarial Auditors under various statutory regulations from time to time, for which the auditors will be remunerated separately on mutually agreed terms.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the Secretarial Auditors, for the balance part of the tenure based on review and any additional efforts on account of changes in regulations, restructuring or other considerations. The Board of Directors in consultation with the Audit Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution.

The shareholders are requested to pass the resolution.

EXPLANATORY STATEMENT TO ITEM NO. 05

To Re-appointment of Mr. Sanjiivv Jindall, as Whole Time Director-Strategy of the Company

Mr. Sanjiivv Jindall was appointed as Whole Time Director-Strategy of the Company for period of three (3) years with effect from 01st April, 2023 which was approved by the Members at the 37th Annual General Meeting of the Company held on 24th September, 2022. The term of Mr. Sanjiivv Jindall as Whole-time Directors of the Company is expiring on 31st March, 2026.

The Board at its meeting held on 23rd May, 2025 on the recommendation of Nomination and Remuneration Committee and subject to approval of the members, re-appointed Mr. Sanjiivv Jindall as Whole-time Director-Strategy of the Company for further term of 3 (three) years commencing from 1st April, 2026. The Board further approved that the terms and conditions of re-appointment of Mr. Sanjiivv Jindall shall continue to be same.

I. Brief profile of Mr. Sanjiivv Jindall including the nature of expertise in specific functional area:

Mr. Sanjiivv Jindall, aged 68 years, holds degree of Ph. D in Marketing from Pacific Western University, U.S.A and master's in business administration (MBA)-Marketing from International Management Institute, Delhi and he is 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 and able and successful entrepreneur under whose leadership the company could achieve and maintain impeccable operational standards. Company has successfully obtained ISO 14001, ISO/TS 16949 and OHSAS 18001.

Attendance at Board Meeting during the previous financial year:

During the financial year ended on 31st March, 2025, Five (5) Board Meetings of the Company were held and Mr. Sanjiivv Jindall attended all the meetings.

Shares Held:

The no. of shares held by Mr. Sanjiivv Jindall is 5,61,802.

Hold Directorship in Other Co's:

- Grndmastermold Ltd.
- Pranna Plastics Ltd.
- Machino Transport Pvt. Ltd.

Membership in Committee:

Share Transfer Committee

(Above mentioned membership is in Machino Plastics Limited)

Proposal

Pursuant to the provisions of Section 2(78), 2(94), 188, 196, 197,198, 203, Schedule-V and all other applicable provisions of the Companies Act, 2013, ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Regulation 17 of SEBI (LODR) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force("Listing regulations") and in accordance with the recommendation made by the Nomination and Remuneration Committee and by the Board, approval of the members be and are hereby accorded for re-appointment of Mr. Sanjiivv Jindall, Whole Time Director-Strategy, of the Company for a period of three years with effect from 1st April 2026, terminable with one month notice from either side along-with remuneration.

Tenure

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 2026.

Past Remuneration

The salary and HRA being paid to Mr. Sanjiivv Jindall, from 1st April, 2023 was ₹ 5,00,000/- per month as per schedule V.

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."

Other Discloser

Mr. Sanjiivv Jindall is not disqualified from being appointed as Director in terms of Section 164 of the Act and he is not restrained from holding position of director in any listed company by virtue of any order of SEBI or any such authority.

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, None of the Directors and Key Managerial Personnel of the Company are inter-se related.

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

II. GENERAL INFORMATION:

I. 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 Pvt. Ltd., Mikuni India Ltd. etc.

II. Date or expected date of commencement of commercial production

The Company is already in production since Dec,1987.

III. 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.

IV. Financial performance based on given indicators

All amounts in ₹ lakhs

	2024-25	2023-24
Income from operations	38,874.34	33,773.93
Profit/Loss before tax	1,146.16	524.33
Dividend	-	-

V. 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.

VI. 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.

VII. 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

VIII. 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.

IX. 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.

X. 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. Grndmastermold Limited (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.

XI. OTHER INFORMATION

1. Reason of loss or inadequate profits

   The expenses have increased due to inflation whereas the volumes have 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.

XII. DISCLOSURES:

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 2024-25.

EXPLANATORY STATEMENT TO ITEM NO. 06

To Re-appointment of Mr. Aditya Jindal as Chairman and Managing Director of the Company

Mr. Aditya Jindal was appointed as Chairman and Managing Director of the Company for period of three (3) years with effect from 01st April, 2023 which was approved by the Members at the 37th Annual General Meeting of the Company held on 24th September, 2022. The term of Mr. Aditya Jindal as Chairman and Managing Director of the Company is expiring on 31st March, 2026.

The Board at its meeting held on 23rd May, 2025 on the recommendation of Nomination and Remuneration Committee and subject to approval of the members, re-appointed of Mr. Aditya Jindal as Chairman and Managing Director of the Company for further term of 3 (three) years commencing from 1st April, 2026. The Board further approved that the terms and conditions of re-appointment of Mr. Aditya Jindal shall continue to be same.

I. Brief profile of Mr. Aditya Jindal including the nature of expertise in specific functional area:

Mr. Aditya Jindal, aged 38 years, holds degree of Bachelor of Science in Chemical Engineering from the University of Michigan, Ann Arbor. He joined Machino Plastics Limited in 2009 as Vice President. Under his leadership, the Company has strengthened its position as a specialist in mould manufacturing for automotive plastic injection moulded parts, including large components such as bumpers, instrument panels, and radiator grills for the full range of Maruti Suzuki vehicles.

Mr. Aditya Jindal plays a key strategic and operational role in the Company. He is instrumental in driving the organization's growth, shaping its culture, and providing direction through active engagement with the management team.

Attendance at Board Meeting during the previous financial year:

During the financial year ended on 31st March, 2025, Five (5) Board Meetings of the Company were held and Mr. Aditya Jindal attended all the meetings.

Shares Held:

The no. of shares held by Mr. Aditya Jindal is 673357.

Hold Directorship in Other Co's:

- Grndmastermold Ltd.
- Machino Plastics Becharaji Limited
- Machino Engineering Limited
- Pranna Plastics Ltd.
- Machino Transport Pvt. Ltd.

Membership in Committee:

- Audit Committee
- Stakeholder Relationship Committee
- Nomination and remuneration Committee
- Share Transfer Committee

(Above mentioned membership is in Machino Plastics Limited)

Proposal

Pursuant to the provisions of Section 2(78), 2(94), 188, 196, 197,198,203, Schedule-V and all other applicable provisions of the Companies Act, 2013, ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Regulation 17 of SEBI (LODR) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force("Listing regulations") and in accordance with the recommendation made by the Nomination and Remuneration Committee and by the Board, approval of the members be and are hereby accorded for re-appointment of Mr. Aditya Jindal as Chairman and Managing Director, of the Company for a period of three years with effect from 1st April 2026, terminable with one month notice from either side along-with remuneration.

Tenure

Mr. Aditya Jindal, the Chairman and Managing Director of the Company has been reappointed for a period of three years with effect from 1st April 2026.

Past Remuneration

The salary and HRA being paid to Mr. Aditya Jindal, from 1st April, 2023 was ₹ 5,00,000/- per month as per schedule V.

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."

Other Discloser

Mr. Aditya Jindal is not disqualified from being appointed as Director in terms of Section 164 of the Act and he is not restrained from holding position of director in any listed company by virtue of any order of SEBI or any such authority.

Your directors recommend the special resolution as set out in item no. 06 for your approval.

Except Mr. Sanjiivv Jindall, Whole Time Director-Strategy who is related to Mr. Aditya Jindal, Mr. Aditya Jindal himself, none of the Directors and Key Managerial Personnel of the Company are inter-se related.

II. GENERAL INFORMATION:

I. 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 Private Limited, and Mikuni India Limited etc.

II. Date or expected date of commencement of commercial production

The Company is already in production since Dec, 1987.

III. 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.

IV. Financial performance based on given indicators

All amounts in ₹ lakhs

	2024-25	2023-24
Income from operations	38,874.34	33,773.93
Profit/Loss before tax	1,146.16	524.33
Dividend	-	-

V. 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.

VI. 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.

VII. 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.

VIII. 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.

IX. 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.

X. 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.

XI. OTHER INFORMATION

1. Reason of loss or inadequate profits

   The expenses have increased due to inflation whereas the volumes have 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 and reconsider sale price with its principle customer – Maruti Suzuki India Limited.

XII. 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:
2. 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 2024-25.

EXPLANATORY STATEMENT TO ITEM NO. 07

To Re-appointment of Ms. Sarika Marwaha as an Independent Woman Director of the company

Pursuant to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board of Directors shall have an optimum combination of executive and non-executive Directors with at least one-woman Director and not less than fifty percent of the Board of Directors shall comprise of Non-Executive Directors.

Further, Section 149 of the Companies Act, 2013 (the 'Act'), inter-alia, provides that every listed company shall have at least one third of the total number of directors as Independent Directors (IDs). Any fraction contained in such one third shall be rounded off as one. An Independent Director shall hold office for a term up to 5 consecutive years on the Board of a Company but shall be eligible for re-appointment for a further period of 5 years on passing of a special resolution by the Company. Explanation to Section 152(6) of the Act signifies that Independent Directors are not liable to retire by rotation.

Further, as per Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the appointment, re-appointment or removal of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Upon completion of the two terms, Mrs. Anupam Gupta shall cease to hold the office of Independent Woman Director of the Company w.e.f close of business hours of the 12th November, 2025.

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Ms. Sarika Marwaha (DIN: 03119349), as Non-Executive Independent Woman Director of the Company for a term of five (5) years commencing from 12th November, 2025 up to 11th November, 2030, not liable to retire by rotation, subject to the approval of the Shareholders by way of a special resolution in the General Meeting.

As an Independent Director, Ms. Sarika Marwaha is eligible for being appointed as an Independent Women Director.

Brief profile of Ms. Sarika Marwaha is as follows:

Ms. Sarika Marwaha has completed her graduation in Bachelor of Commerce from Delhi University. She has also completed CA Articleship. She worked as Senior Executive with M/s Medipol Pharmaceuticals India Pvt. Ltd. Between April 2010 and March 2022, handled Accounts and Income Tax matters of the company. She is also working with CA firm M/S Ajay Agarwal & Co., Delhi, since August 2022, handling MCA/ROC filing matters.

She also held Directorship in M/s SSS Commercial Service Private Limited, Delhi from 20th July, 2010 to 08th December, 2022. Currently she holds directorship in M/s Niswarth Foundation, Delhi (a Section 8 Non-profit Company).

Other Disclosures:

The Company has received a declaration from Ms. Sarika Marwaha to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Ms. Sarika Marwaha is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In the opinion of the Board, Ms. Sarika Marwaha is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the management of the Company.

Ms. Sarika Marwaha does not hold by herself or for any other person on a beneficial basis, any shares in the Company and is not related to any other Director and Key Managerial Personnel of the Company.

None of the directors except Ms. Sarika Marwaha herself is interested in the resolution.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Sarika Marwaha as a Non-Executive Independent Woman Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Sarika Marwaha as an Independent Woman Director for a tenure of five (5) years commencing from 12th November, 2025 up to 11th November, 2030, for the approval by the members of the Company.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Brief resume and other details of Ms. Sarika Marwaha are provided in annexure to this Notice pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The terms and conditions of appointment of the Independent Director are uploaded on the website of the Company https://www.machino.com and is available for inspection. The Board recommends the resolution as set out in item no. 7 of this Notice for approval of members.

EXPLANATORY STATEMENT TO ITEM NO. 08

To Approve Material Related Party Transactions of the Company with Maruti Suzuki India Limited and Suzuki Motor Corporation

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 of Maruti Suzuki India Limited and Suzuki Motor Corporation in their meetings held on 23rd May, 2025, and have recommended seeking the approval of the shareholders for the financial years 2024-25 and 2025-2026 for the following years and for the following transaction:

Summary of related party transactions of MSIL & SMC

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	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
				(Rs in Lakh)					
RECEIVABLES									
Maruti Suzuki India Limited	Sale of Goods and services	Associate companies	Ongoing and perpetual transaction	50,000.00	128.62%	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 23rd May, 2025. Now, there are enhanced limits to be approved by shareholders	Not Required	-	-
Maruti Suzuki India Limited	Tooling advance	Associate companies	Ongoing and perpetual transaction	5,000.00	12.86%	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 23rd May, 2025. 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	1.29%	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 23rd May, 2025. 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	2,500.00	6.43%	"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 23rd May, 2025. 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	1,000.00	2.57%	"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 23rd May, 2025. 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, Suzuki Motor Corporation.

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

- Mr. Kazunari Yamaguchi, Suzuki Motor Corporation as a Nominee Director

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

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

1. 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.
2. 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.
3. Every transaction is executed on the basis of purchase orders received from either parties and the payment term is same as per the company policy for the rest of its vendors.
4. Except payment of dividend to Suzuki Motor Corporation there is no other material transaction with it, as it holds 15.35% of the share capital of the company. However company supplies auto parts to Suzuki Motorcycles India Private Limited and Suzuki Motor Gujarat Private Limited, group companies of Suzuki Motor Corporation.

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

EXPLANATORY STATEMENT TO ITEM NO. 09

To Approve Material Related Party Transactions of the Company except Maruti Suzuki India Limited and Suzuki Motor Corporation

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 of related parties (except MSIL and SMC) in their meetings held on 23rd May, 2025, and have recommended seeking the approval of the shareholders for the financial years 2024-25 and 2025-2026 for the following years and for the following transaction:

Summary of related party transactions (Except MSIL & SMC)

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	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
				(Rs in Lakh)					
RECEIVABLES									

Machino Plastics Becharaji Limited	Sale of Goods and services	Enterprises over which KMP has exercise significant influence	Ongoing and perpetual transaction	1,000.00	2.57%	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 23rd May, 2025. Now, there are enhanced limits to be approved by shareholders	Not Required	-	-
Grndmastermold 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 GMML in ordinary course of business and on arm's length basis, within the limits approved by Audit Committee in its meeting held on 23rd May, 2025. Now, there are enhanced limits to be approved by shareholders	Not Required	-	-
PAYABLES									
Machino Polymers Limited	Purchase of Goods and services	Enterprises over which KMP has exercise significant influence	Ongoing and perpetual transaction	10,000.00	25.72%	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 23rd May, 2025. 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	0.24%	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 on arm's length basis, within the limits approved by Audit Committee in its meeting held on 23rd May, 2025. 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	9,500.00	24.44%	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 23rd May, 2025. 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 –Machino Plastics Becharaji Limited, Grndmastermold Limited and Machino Polymers Limited.

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

- Mr. Aditya Jindal, Chairman cum Managing Director of the company
- Mr. Sanjiivv Jindall, Whole Time Director-Strategy of the company

Nature of relationship-

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 - is 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 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. 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.
3. Every transaction is executed on the basis of purchase orders received from either parties and the payment term is same as per the company policy for the rest of its vendors.
4. Sale/purchase of Goods and Services with Machino Plastics Becharaji Limited is on the basis of comparable prices.

Mr. Sanjiivv Jindall, Mr. Aditya Jindal be deemed interested in their respective related party transactions.

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	28.06.1957and 68 years
Qualification	He has completed his Doctorate (Ph.D) from Pacific Western University, U.S.A in Marketing and MBA in Marketing from International Management Institute, Delhi and is a commerce graduate from St. Xavier's College, Calcutta. He has rich experience in the field of plastic moulding and marketing and is associated with the company since its inception.
Experience and Expertise	He is Whole Time Director-Strategy of the company; he joined the company since inception. He is involved in day to day operations, overall supervision and control of the Company's activities and in particular to attend to all matters concerning production planning, manufacture, finance, administration and such other duties and services as entrusted by the Board of Directors.
Remuneration proposed to be paid	Basic Salary: Rs. 5, 00,000/- per month along with provident fund and other retirement benefits as per schedule V.
Date of first appointment on the Board	01.07.1987
Number of Board Meetings attended during the year	5
Directorships held in other companies as on 31.03.2025	Machino Transport Private Limited Grndmastermold Limited Pranaa Plastics Limited
Board Membership of other Listed Companies as on 31.03.2025	NIL
Chairman/ Membership of the Committee held in other companies as on 31.03.2025	NIL
Number of Shares held in the Company as on 31.03.2025	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 24th September, 2022 Mr. Sanjiivv Jindall has been reappointed as Whole Time Director-Strategy, liable to retire by rotation.
Skills and capabilities required for the role and the manner in which the director meets such requirements	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.

Name of the Director	Mr. Aditya Jindal
DIN	01717507
Date of Birth & age	26.05.1987 and 38 years
Qualification	Bachelor of Science in Chemical Engineering from University of Michigan, Ann Arbor.
Experience and Expertise	He is Chairman cum Managing Director of the company; he joined the company in 2009 as vice president. He is involved in day to day operations, overall supervision and control of the Company's activities and in particular to attend to all matters concerning production planning, manufacture, finance, administration and such other duties and services as entrusted by the Board of Directors.
Remuneration proposed to be paid	Basic Salary: Rs.5, 00,000/- per month along with provident fund and other retirement benefits as per schedule V
Date of first appointment on the Board	01.02.2016
Number of Board Meetings attended during the year	5
Directorships held in other companies as on 31.03.2025	Machino Transport Private Limited Grndmastermold Limited Pranaa Plastics Limited Machino Plastics Becharaji Limited Machino Engineering Limited
Board Membership of other Listed Companies as on 31.03.2025	NIL
Chairman/ Membership of the Committee held in other companies as on 31.03.2025	NIL
Number of Shares held in the Company as on 31.03.2025	673,357 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 24th September, 2022 Mr. Aditya Jindal has been reappointed as Chairman cum Managing Director, liable to retire by rotation.
Skills and capabilities required for the role and the manner in which the director meets such requirements	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.

Details of the director as per regulation 36(3) and SS-2

Name of the Director	Ms. Sarika Marwaha
DIN	03119349
Date of Birth & age	19.02.1968 and 57 years
Qualification	Bachelor of Commerce.
Experience and Expertise	Ms. Sarika Marwaha worked as Senior Executive with M/s Medipol Pharmaceuticals India Pvt. Ltd. Between April 2010 and March 2022, handled Accounts and Income Tax matters of the company. She is also working with CA firm M/S Ajay Agarwal & Co., Delhi, since August 2022, handling MCA/ROC filing matters. She also held Directorship in M/s SSS Commercial Service Private Limited, Delhi from 20th July, 2010 to 08th December, 2022. Currently she holds directorship in M/s Niswarth Foundation, Delhi (a Section 8 Non-profit Company)
Remuneration proposed to be paid	NA
Date of first appointment on the Board	14.08.2025
Number of Board Meetings attended during the year	NIL
Directorships held in other companies as on 31.03.2025	M/s Niswarth Foundation, Delhi
Board Membership of other Listed Companies as on 31.03.2025	NIL
Chairman/ Membership of the Committee held in other companies as on 31.03.2025	None
Number of Shares held in the Company as on 31.03.2025	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the company	Not related to any Director
Terms and Conditions of re-appointment	The Board approved the appointment of Independent Director, subject to the approval shareholders in forthcoming Annual General Meeting.
Skills and capabilities required for the role and the manner in which the director meets such requirements	The Nomination and Remuneration Committee of the Board has evaluated the profile of Ms. Sarika Marwaha and She possess the relevant skill and capabilities to discharge the role of Independent Women Director.

By order of the Board of Directors

Aditya Jindal
Chairman cum Managing Director
DIN: 01717507

Place : Gurugram
Date : 14th August, 2025