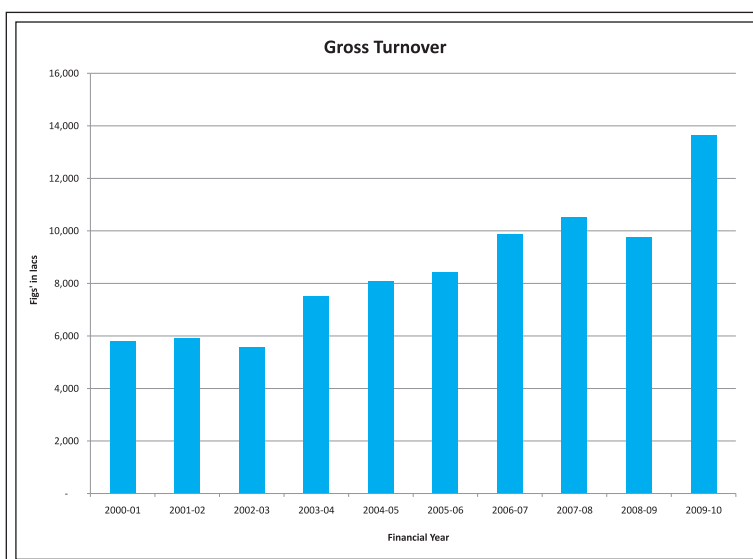
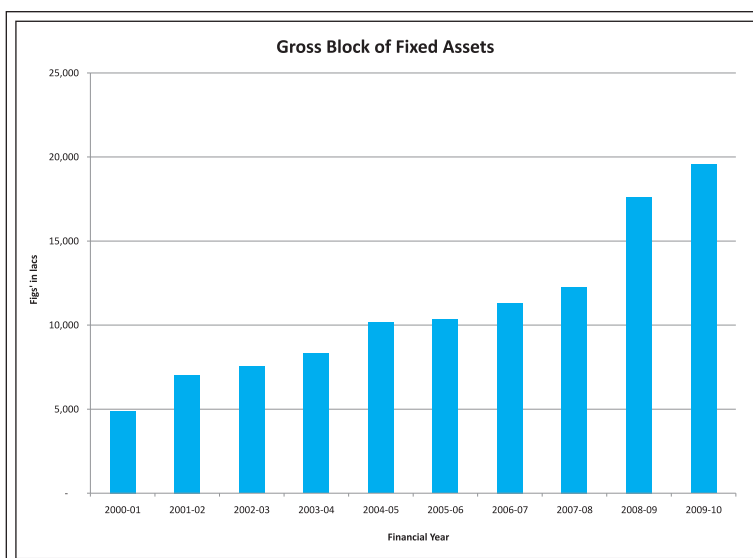
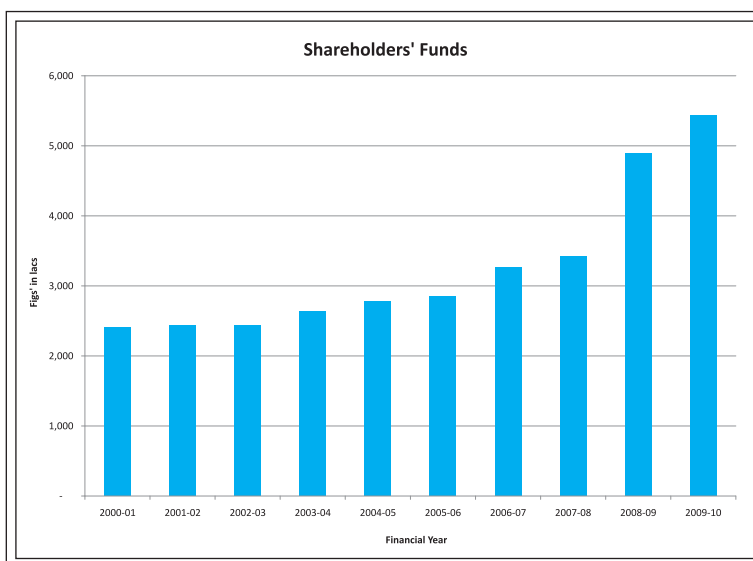




**MACHINO**  
PLASTICS LIMITED

25<sup>th</sup>  
Annual Report  
2009- 2010

# PERFORMANCE OVER LAST 10 YEARS AT A GLANCE





# Corporate Information

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	<b>25th Annual General Meeting on Friday, the 16th July, 2010, at 11.00 am at GIA House, I.D.C., Mehrauli Road, Gurgaon (Haryana)</b>	
	<b>The Annual Report can be accessed at <a href="http://www.machino.com">www.machino.com</a></b>	

## Board of Directors

M. D. Jindal - Chairman

Masayuki Kamiya - Director  
(Representative of Suzuki Motor Corporation, Japan)

A. K. Tomer - Director  
(Representative of Maruti Suzuki India Ltd.)

R. Krishnan - Director

R. L. Gaggar - Director

Dr. Sanjiivv Jindall - Managing Director

## Bankers

State Bank of India  
Industrial Finance Branch, New Delhi

The Bank of Tokyo-Mitsubishi UFJ Limited, New Delhi

Allahabad Bank, Parliament Street, New Delhi

## Auditors

Goel Garg & Co.  
Chartered Accountants,  
New Delhi

## General Manager (F) Cum Company Secretary

Pradeep Jhalani

## Registered Office & Factory

3, Maruti Joint Venture Complex  
Udyog Vihar, Phase - IV,  
Gurgaon - 122 015 (Haryana)  
Ph. : 0124-2341218, 2340806, 2346094, 2347601  
Fax : 0124-2340692  
E-mail : admin@machino.com

## Share Transfer Agent (For Demat & Physical purpose)

Alankit Assignments Limited  
2E/21, Jhandewalan Extension  
New Delhi - 110 055  
Ph. : 011-42541234  
Fax : 011-23552001  
E-mail : alankit@alankit.com

## PRODUCTS OF THE COMPANY



Front Bumper - Ritz



Instrument Panel - Zen Estilo



Mirror Housing - Scorpio



Base Cover - Xylo



Box Belt Cooling for Suzuki -  
Scooters



Intake Manifold Assembly



Stay - Ritz



Trim Dash - Wagon R



Cover Engine Under - Ritz



Garnish Assembly - A-Star



Rear Bumper - Ritz



Rear Bumper - Wagon R



# Notice of Annual General Meeting

Notice is hereby given that the 25th Annual General Meeting of the members of M/s Machino Plastics Limited will be held on Friday, the 16th July, 2010, at 11.00 am at GIA House, I.D.C., Mehrauli Road, Gurgaon (Haryana), to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the audited balance sheet as at 31st March, 2010 and profit and loss account for the year ended on that date.
2. To consider and adopt the report of Auditors.
3. To consider and adopt the report of Directors.
4. To declare a dividend on equity shares.
5. To appoint a director in place of Mr. Masayuki Kamiya who retires by rotation and being eligible offers himself for reappointment.
6. To appoint a director in place of Mr. R L Gaggur who retires by rotation and being eligible offers himself for reappointment.
7. To appoint the auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company and authorise the Board to fix their remuneration.

## SPECIAL BUSINESS

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

**"RESOLVED THAT** Mr. R. Krishnan who was appointed as an additional director and who holds office upto the date of this Annual General Meeting, pursuant section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice under Section 257 of the

Companies Act, 1956, be and is hereby appointed as a director of the company, liable to retire by rotation"

9. 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 provision of section 198,269,309,310,316 & all other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956 and any other applicable provisions and subject to such approval of the Central Government as may be necessary, approval of members be and is hereby accorded for enhancement of remuneration of Dr. Sanjiiv Jindall, Managing Director of the Company as per terms and condition mentioned below:

## REMUNERATION:

Basic Salary : Rs. 4,80,000/- per month.

HRA : Rs. 20,000/- per month.

Provident Fund : Rs. 57,600/- per month.

Besides the above he shall be entitled for reimbursement of entertainment expenses, telephone/mobile expenses and car running and maintenance expenses required to be incurred in the course of legitimate business for the Company. He shall also be entitled to earned/privilege leaves, gratuity and other retirement benefits as per the rules of the company and as may be permitted in accordance with schedule XIII of the Companies Act, 1956.

## Minimum Remuneration

In the event of absence or inadequacy of profits, Dr. Sanjiiv Jindall shall be paid the above

## MACHINO PLASTICS LIMITED

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remuneration as minimum remuneration subject to the limit specified under Section II, Part II of Schedule -XIII of the Companies Act, 1956.

**RESOLVED FURTHER THAT** in the event of any other relaxation by the Central Government in the guidelines of ceilings on managerial remuneration or otherwise, the Board of Directors of the Company be and are hereby authorised to increase the remuneration and/or perquisites to the Managing Director in its absolute discretion within such guidelines or ceilings and approval of the Central Government, wherever necessary, and the consent of the Company as required under various applicable provisions of the Companies Act, 1956 as amended from time to time be and is hereby granted.

**RESOLVED FURTHER THAT** the Board or any committee thereof be and is hereby authorised to do and perform all such acts, deeds and things as may be consider desirable or expedient to give effect to this resolution”.

10. 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 sections 314(1B) of the Companies Act, 1956 and subject to the approval of the Central Government, consent of the company be and is hereby accorded to the appointment of Ms. Simta Jindal, daughter of Dr Sanjiivv Jindall, Managing Director of the company to hold an office or place of profit as Sales Executive of the company with effect from 1-02-2010 at a monthly remuneration of Rs. 25,000/- with such increase as the board may in its absolute discretion decide subject to a maximum of Rs. 49,999/-".

By order of the Board of Directors

Place : Gurgaon

**Pradeep Jhalani**

Dated : 17th May, 2010

G.M. (Finance cum C.S.)



## NOTES

1. **A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote on a poll in the meeting instead of himself. The proxy need not be a member.**

**The instrument appointing a proxy should be deposited at the company's registered office, not less than 48 hours before the time for holding the aforesaid meeting.**

2. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
3. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. All documents referred to, in the accompanying notice and explanatory statement, are open for inspection at the registered office of the company on all working days, during regular business hours and shall also be available at the meeting.
6. The register of members and share transfer books of the company will remain closed from 14th July, 2010 to 16th July, 2010, both days inclusive for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.
7. In order to provide protection against fraudulent encashment of dividend warrants, Members who hold shares in physical form are requested to intimate the Company's Registrar and Share Transfer Agent, M/s Alankit Assignments Limited, under the signature of the Sole /First Joint Holder, the following information to be incorporated on dividend warrants:

- (i) Name of the Sole/First joint holder and the Folio Number.

- (ii) Particulars of Bank Account, viz:

Name of Bank

Name of the Branch

Complete address of the Bank with Pin Code Number

Account type, whether Savings Account (SA) or Current Account (CA)

Bank Account Number

8. Members who hold shares in dematerialised form may kindly note that their Bank Account details, as furnished by their Depositories to the Company, will be printed on their dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for deletion of or change in such Bank Account details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic form. **Members who wish to change such Bank Account details are therefore requested to advise their Depository Participants about such change with complete details of Bank Account.**
9. To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through the Electronic Clearing System (ECS). The ECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the cities and towns. Members holding shares in physical form and desirous of availing this facility are requested to contact the Company's Registrar and Share Transfer Agent, M/s Alankit Assignments Limited.

10. All unclaimed dividend declared up to the financial year ended March 31, 2002 have been transferred to the General Revenue Account of the Central Government as required under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978. Members who have not so far claimed or collected their dividend declared up to the aforesaid financial year are requested to claim such dividends from the Registrar of Companies, NCT of Delhi & Haryana, 4th Floor, IFCI Tower, Nehru Place, New Delhi-110019.

Dividend for the financial year ended March 31, 2003 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to Investor Education and Protection Fund. Members who have not so far encashed dividend warrant(s) for the aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the Company/ Registrar immediately.

11. 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, 2E/21, Jhandewalan Extension, New Delhi - 110055).
12. Individual shareholders can take the facility of nomination. For further detail in this regard shareholders may contact Share Transfer Agent of the company.
13. The shares of the company are transacted in compulsory dematerialise form. Shareholders are requested to convert their shares in demat form at the earliest possible.
14. Members are requested to quote their demat account/ folio no. in all correspondence with the company.
15. Members attending the Annual General Meeting are requested to bring along with them their copies of the annual report, as the same will not be distributed at the meeting.

**Pursuant to Section 173(2) of the Companies Act, 1956.**

### **Explanatory Statement to Item No. 8**

Mr. R. Krishnan was appointed as an additional director of the company by the Board of Directors of the company in its meeting held on 17th May, 2010. According to the provisions of the Section 260 of the Companies Act, 1956, he holds the office up till the date of ensuing Annual General Meeting.

The company has received a notice in writing from member under section 257 of the Companies Act, 1956, signifying his intention to propose the name of Mr. R. Krishnan as a candidate for the office of director.

Mr R Krishnan is a M A in Economics. He is the Founder President of the Institute of Company Secretaries of India and a Fellow Member of the Institute. In addition he is a Fellow Member of the Institute of Directors and the Chartered Institute of Securities and Investment, UK.

He carries with him a long and vast experience of over 40 years into the field of Corporate Law and Corporate Management. Currently Mr Krishnan is Managing Director of Associated VAT Recovery Inc. Associated VAT Recovery Inc is one of the largest players globally in VAT reclaim. He is also on the board of Kitec Industries India Ltd.

He has served as:

- Member of Finance Minister's delegation to Germany in April, 2000 and September, 2007 to espouse case for VAT recovery.
- Member of Indian delegation led by Hon'ble Minister for Commerce & Industry to USA in 2003.
- Nominated by Ministry of Finance as a Member of Corporate Governance Committee.
- Member of Advisory Committee on Corporate Law, nominated by Ministry of Finance.
- Company Secretary of Indian Oil Corporation Ltd for 5 years.
- Group Company Secretaries of Indian Tube & Stewards & Lloyds for 10 years.
- Company Secretary of ACC Babcock Ltd for 4 years.





- Directors of Champion Spark Plug Company India Ltd for 6 years.
- Directors, Bureau Veritas, Consumer products Services, South Asia for 10 years.
- President of Institute of Company Secretaries of India for three consecutive terms.

None of the Directors except Mr. R. Krishnan himself is interested in the resolution.

#### Explanatory Statement to Item No. 9

The Board of Directors of the company had re-appointed Dr. Sanjiivv Jindall as Managing Director of the company for a period of 3 years w.e.f. 1st April, 2009. Further, the shareholders at the AGM held on 23rd September, 2009 approved his re-appointment.

The company has made excellent performance in the year 2009-10 and is poised to do well in future as well. The company has set-up one more plant in Manesar. As such role and responsibilities of the Managing Director has increased. The Board of Director of the company at its meeting held on 17th May, 2010 considered it desirable to enhance the remuneration and perquisites of Dr. Sanjiivv Jindall, Managing Director from Rs. 3 lacs to Rs. 5 lacs per month (including HRA) as per the provisions of Schedule XIII to the Companies Act, 1956, subject to the approval of Central Govt.

#### Explanatory Statement to Item No. 10

Ms. Simta Jindal daughter of Dr. Sanjiivv Jindall, Managing Director of the company has done her graduation in English in the year 2004 and has also done PGDAMM, Advertising and Marketing Management from Amity School of Communication, Amity University. She has worked with Hindustan Times as Sales Co-ordinator (PACE) during 2005-2006.

It is proposed to appoint her in the Business Development Department of the Company as sales executive at a remuneration of Rs. 25,000/- per month. The Board of Director is authorised to increase the remuneration from time to time subject to a maximum of Rs. 49,999/- per month.

### STATEMENT GIVING INFORMATION REQUIRED UNDER PART II, SECTION II(C) TO THE SCHEDULE XIII OF THE COMPANIES ACT, 1956 FOR PAYMENT OF REMUNERATION TO DR. SANJIIVV JINDALL, MANAGING DIRECTOR

#### I. GENERAL INFORMATION:

##### 1. Nature of Industry

Your Company is engaged in the manufacture of injection moulded automotive components i.e. bumpers, instrument panels, grills etc. as original equipments and for spare parts market for Maruti Suzuki India Limited (MSIL). The Company also manufacture automotive parts for VE Commercial Vehicles Ltd., SMR Automotive, Hero Motors, Suzuki Motor Cycle etc. Share of non - MSIL business is small being below 20%.

##### 2. Date or expected date of commencement of commercial production

The Company is already in production for more than two decades.

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

The Company is already into production.

##### 4. Financial performance based on given indicators

	(Rs. in Lacs)	
	2009-2010	2008-2009
Income from Operation (net of excise)	12344.39	8432.17
Profit before tax	1085.37	136.41
Dividend	25%	5%

##### 5. Export performance and net foreign exchange collaborations.

The Company has negligible Exports.

##### 6. Foreign investments or collaborators, if any.

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

## MACHINO PLASTICS LIMITED

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### Information to Shareholders in pursuance of Clause 49 (IV) (G) of Listing Agreement with reference to appointment / reappointment of Directors (item no. 5, 6, 8)

Director	Brief Resume	Hold Directorship in	Membership in Committees	Shares held
Mr. Masayuki Kamiya	Mr Masayuki Kamiya is a Mechanical Engineer with specialisation in welding engineering. He is the plant head for Manesar unit of MSIL and working with over 25 years with Suzuki Motor Corporation, Japan.	Bellsonica Auto Component India Pvt. Ltd.	None	None
Mr. R.L. Gagar	Mr. Gagar is a practicing Solicitor & Advocate of the Hon'ble High Court of Calcutta for past 50 years.	Somani Ceramics Limited Sarda Plywood Industries Ltd. TIL Limited. Peria Karmal Tea & Produce Co. Limited Paharpur Cooling Towers Limited International Combustion India Limited Sumedha Fiscal Services Limited. Shree Cement Limited. Financial & Management Services Ltd. Machino Bassel Industries Ltd. Eastern Silk Industries Limited. Bhaskar Silicon Ltd. Subhas Projects and Marketing Limited.	TIL Limited. Somani Ceramics Limited. Shree Cement Limited. Paharpur Cooling Towers Limited Sarda Plywood Industries Ltd. International Combustion India Limited	120
Mr. R. Krishnan	<p>Mr R Krishnan is a MA in Economics. He is the Founder President of the Institute of Company Secretaries of India and a Fellow Member of the Institute. In addition he is a Fellow Member of the Institute of Directors and the Chartered Institute of Securities and Investment, UK.</p> <p>He carries with him a long and vast experience of over 40 years into the field of Corporate Law and Corporate Management. Currently Mr Krishnan is Managing Director of Associated VAT Recovery Inc. Associated VAT Recovery Inc is one of the largest players globally in VAT reclaim. He is also on the board of Kitec Industries India Ltd.</p>	Kitec Industries India Ltd. Associated VAT Recovery Inc.	None	None