



Corporate Information

Board of Directors	Content	Page No.
M. D. Jindal Chairman Sanjiivv Jindall Managing Director 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 G. C. Dwivedi Director S. Balasubramanian Director	Corporate Information	1
	Notice of Annual General Meeting	2
	Notice	3-4
	Directors Report	5-8
	Management Analysis & Discussion Report	9-10
Bankers	Corporate Governance Report	11-23
The Bank of Tokyo-Mitsubishi UFJ Limited, New Delhi Allahabad Bank, Parliament Street, New Delhi Axis Bank, Sector 14, Gurgaon Branch Kotak Mahindra Bank Limited, Ambadeep Building, KG Marg, New Delhi	Code of Conduct	24
	Certificate	25
Auditors	Auditors Report	26-29
Goel Garg & Co. Chartered Accountants, New Delhi	Balance Sheet	30
General Manager (F) & Company Secretary	Profit & Loss Account	31
Surya Kant Agrawal	Cash Flow	32
Registered Office	Significant Account Policies	33-34
Plot No. 3, Maruti Joint Venture Complex, Udyog Vihar Phase-IV, Gurgaon-122015 (Haryana) Ph: 0124-2341218, 2340806, 2346094, 2347601 Fax: 0124-2340692 Email: admin@machino.com	Notes to Financial Statement	35-50
Share Transfer Agent (For Demat & Physical Purpose)	Proxy Form/ Attendance Slip	51
Alankit Assignments Limited 2E/21, Jhandewalan Extension, New Delhi-110 055 Ph: 011-42541234 Fax: 011-23552001 Email: alankit@alankit.com	27th Annual General Meeting on Thursday 9th August, 2012, at 11.00 a.m. at GIA House, IDC Opp.-Sector-14, Mehrauli Road, Gurgaon-122001 (Haryana)	
	The Annual Report can be accessed at www.machino.com	

Notice of Annual General Meeting

Notice is hereby given that the 27th Annual General Meeting of the members of M/s Machino Plastics Limited will be held on Thursday, the 9th August, 2012, at 11:00 a.m at GIA House, IDC, 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, 2012 and Profit and Loss Account for the year ended on that date and report of auditors and directors thereon.
2. To appoint the auditors of the company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the company and authorize the Board to fix their remuneration.
3.
 - i) To appoint a director in place of Mr. R. L. Gaggar who retires by rotation and being eligible offers himself for re-appointment
 - ii) To appoint a director in place of Mr. R. Krishnan who retires by rotation and being eligible offers himself for re-appointment.
 - iii) To appoint a director in place of Mr. Masayuki Kamiya who retires by rotation and being eligible offers himself for re-appointment.

By order of the Board of Directors

Sd/-
Sanjiivv Jindall
(Managing Director)



NOTES

1. A MEMBER IS 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 authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. All documents referred to, in the accompanying notice and explanatory statement, are open for inspection at the registered office of the company on all working days, during regular business hours and shall also be available at the meeting.
6. The register of members and share transfer books of the company will remain closed from 7th August to 9th August, both days inclusive.
7. All unclaimed dividend declared up to the financial year ended March 31, 2004 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 dividend from Registrar of Companies, NCT of Delhi & Haryana, 4th Floor, IFCI Tower, Nehru Place, New Delhi-110 019.
Dividend for the financial year ended March 31, 2005 and thereafter, which remain unpaid or unclaimed for a period of seven years from the date they became due for payment will be transferred by company to Investor Education & Protection Fund. Members who have not so far encashed dividend warrant(s) for aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the company/Registrar immediately.
8. Members are requested to notify immediately any change in their address along with PIN code numbers to the company or the share transfer agent of the company (M/s Alankit Assignments Limited, 2E/21, Jhandewalan Extension, New Delhi-110055).
9. Individual shareholders can take the facility of nomination. For further detail in this regard shareholders may contact Share Transfer Agent of the company.
10. The shares of the company are transacted in compulsory dematerialize form. Shareholders are requested to convert their shares in Demat format at the earliest possible.
11. Members are requested to quote their Demat account / folio no. in all correspondence with the company.
12. MCA (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allows service of documents to shareholders through electronic mode. Thus companies can now send various documents i.e. Notices convening General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report etc. to its shareholders through electronic mode to the registered e-mail addresses of shareholders.

Members who wish to have Annual Report and other notices, communication in electronic mode may register their e-mail addresses with Alankit Assignments Ltd., Registrar and Transfer Agent of the Company at alankit@alankit.com or with Machino Plastics Ltd. at sec.legal@machino.com, giving their consent to accept delivery in electronic form as above.

The Annual Report and other communication sent electronically will be displayed on Company's website www.machino.com and will also be available for inspection at the registered office of the company during the office hours.

MACHINO PLASTICS LIMITED

Information to Shareholders in pursuance of Clause 49 (IV) (G) of Listing Agreement with reference appointment/reappointment of directors (item no. 3(i), 3(ii), 3(iii))

Director	Brief Resume	Hold Directorship in other Co's	Membership in Committee	Shares held
Mr. R. L. Gaggar	Mr. R. L. Gaggar is a practicing solicitor & Advocate of Hon'ble High Court of Calcutta for past 50 years.	Somani Ceramics Limited Sarda Plywood Industries Ltd. TIL Ltd. Peria Karamlal Tea & Produce Co. Ltd. Paharpur Cooling Towers Ltd. International Combustion India Ltd. Sumedha Fiscal Services Ltd. Shree Cement Ltd. Machino Polymers Ltd. SPML Infra Ltd. (Formerly Subhas Projects and Marketing Ltd.)	TIL Ltd. Somani Ceramics Limited Shree Cement Ltd. Paharpur Cooling Towers Ltd. Sarda Plywood Industries Ltd. International Combustion India Ltd. Machino Plastics Ltd. Machino Polymers Ltd.	120
Mr. R. Krishnan	Mr. R. Krishnan is a MA in Economics. He is the founder President of Institute of Company Secretary of India and a fellow member of the Institute. In addition he is a fellow member of the Institute of Director and The Chartered Institute Securities and Investment, UK. He is a member of LLP Committee appointed by the Govt. of India. He carries with him a long and vast experience of over 40 years into the field of corporate law and corporate management. Currently Mr. R. Krishnan is managing director of Associated VAT Reclaim Company LLP. Associated VAT Reclaim Company LLP is one of the largest players globally in VAT reclaim. He is also on the board of Kitec Industries India Ltd.	Kitec Industries India Ltd. Associated VAT Reclaim Company LLP R Krishnan Associates LLP	Member, LLP Committee of Ministry of Corporate Affairs	NIL
Mr. Masayuki Kamiya	Mr. Masayuki Kamiya is a Mechanical Engineer with specialization of Welding Engineering. He is working at Gurgaon Unit of MSIL and has been associated for over 25 year with Suzuki Motor Corporation Japan	Bellsonica Auto Components India Pvt. Ltd.	None	NIL



Directors' Report

The Members,

Your directors have pleasure in presenting the 27th Annual Report together with audited statement of accounts for the financial year ended 31st March, 2012.

OPERATION REVIEW:

The automobile market remained stagnant during the year and sales of our main customer Maruti Suzuki India Limited is went down. Maruti Suzuki India Ltd sold in domestic market a total of 10,06,316 vehicles in 2011-12. The total sales numbers in 2011-12 was lower by 11.20% over preceding financial year. Maruti Suzuki's domestic sale in 2010-11 was 11,32,739 vehicles.

During the year, your company has installed 7 new injection Moulding machines for manufacturing of automotive components at Manesar plant.

During the year the Manesar Plant of the company has met with an accident causing two casualties. Company has paid a compensation of Rs.5 lacs each to the families of the deceased. Company has all industrial risk policy in force for the period of accident. Company has lodged a claim with the insurance company.

During the year your company forayed into the business of Volvo.

FINANCIAL REVIEW:

Financial Performance	(Rs. In Lacs) 2011-12	(Rs. In Lacs) 2010-11
Income from operation (net of excise)	15235.05	15905.71
Other Income	220.48	1069.17
Profit (before financial charges, depreciation and tax)	1612.51	2853.45
Financial charges	480.02	470.74
Depreciation	1179.51	1153.50
Profit before tax	(47.02)	1229.21
Provision for tax (after adjustment of deferred tax)	53.10	405.41
Profit after tax	(100.12)	823.80

The turnover of the company has decreased by 4.22% approx. i.e. from Rs. 15905.71 Lacs in 2010-11 to Rs. 15235.05 Lacs in current year. Company has incurred a pretax loss of Rs.47.02 lacs as compared to profit of Rs.1,229.21 lacs of last year.

DIVIDEND:

The company is expanding and needs to preserve resources therefore for abundant prudence, the board of your Company has decided not to recommend any dividend.

DIRECTORS' RESPONSIBILITY STATEMENT:

In compliance with Section 217 (2AA) of the Companies Act, 1956 as amended by the Companies Amendment Act, 2000, the directors of your company subject to notes appended to accounts and auditors' report, confirm:

MACHINO PLASTICS LIMITED

- That in preparation of annual accounts for the financial year ended 31st March, 2012, the applicable accounting standards have been followed and that there are no material departures.
- That such accounting policies have been selected and applied consistently and such judgments and estimates made are reasonable and prudent so as to give & fair view of the state of affairs of the company at the end of the financial year as at 31st March, 2012 and of the profit of the Company for the year ended 31st March, 2012.
- That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- That the annual accounts have been prepared on a going concern basis.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr. R.L. Gaggar and Mr. Masayuki Kamiya and Mr. R. Krishnan retire by rotation and being eligible offer themselves for reappointment.

LISTING:

The Equity Shares of the company are listed at Bombay Stock Exchange. The company has paid listing fees to the stock exchange for the year 2011-12.

AUDITORS:

M/s Goel Garg & Company, Chartered Accountants, the statutory auditors of the company retire at the conclusion of ensuing Annual General Meeting of

the company and being eligible, offer themselves for reappointment.

AUDITORS' REPORT:

The observation of the auditors is self explanatory and / or is suitably explained in the notes to the accounts.

CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Reports on Corporate Governance and Management Analysis & Discussion Report have been included in this annual report as a separate section (forming part of Directors' Report) along with the Auditors' Certificate.

DEPOSITS

Your company has not accepted any deposit u/s 58A of the Companies Act, 1956 & rules made thereunder.

PARTICULARS OF EMPLOYEES

Details of employee of the company as specified by section 217(2A) of the companies Act, 1956 read with the Companies (Particulars of Employee) Rules, 1975 as amended by Companies (Particulars of Employees) Rules, 2002 are annexed hereto as Annexure-II and form part of the report.

ADDITIONAL INFORMATION

Information pursuant to section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 is furnished hereunder:

A. CONSERVATION OF ENERGY

Continuous overhauling of equipments and awareness amongst employees has helped to avoid wastage of energy. New investments have been made to monitor consumption of energy at various levels.



Series of steps have been taken to identify areas of excess consumption of power and checks have been strengthened at these points.

Data regarding energy consumed is given hereunder:

Power & Fuel Consumption	2011-12	2010-11
1. Electricity		
(a) Purchase units	96,28,794	1,04,96,647
Total Cost (Rs. In lacs)	837.34	806.39
Rate per units	8.70	7.68
(b) Own Generation-D.G. Set		
Units generated	14,15,182	10, 64,666
Fuel Cost (Rs. In Lacs)	171.43	130.38
Fuel cost per unit	12.11	12.25
2. Coal	NIL	NIL
3. Furnace Oil	NIL	NIL
4. Other / Internal generation	NIL	NIL

B. TECHNOLOGY ABSORPTION

A statement giving details of technology absorption in accordance with the above Rules is annexed hereto as Annexure I and forms part of the Report.

C. FOREIGN EXCHANGE EARNING & OUTGO

Rs. In Lacs

Total foreign exchange earning	100.50
Total foreign exchange outgo	1583.81

D. ENVIRONMENT

The Company is not involved in any type of activity hazardous to environment and does not discharge any trade effluents (solid, liquid or gaseous) causing pollutions. As an environment conscious responsible corporate citizen, your company has implemented GSCM (Green Supply Chain Management) standards and is ISO14001 certified holder. The company has also achieved ISO18001-OHSAS certification for occupational health and safety.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to gratefully acknowledge the valuable co-operation and assistance extended by Maruti Suzuki India Ltd., Suzuki Motors Corporation, Japan, Government of India, Government of Haryana and the Company's bankers for their continued support and guidance. Your directors also wish to place on record their sincere appreciation of the dedication and efforts shown by all employees of the company and are thankful to the shareholders for their continued patronage, trust and confidence in the company.

For and on behalf of the Board of Directors

Place : Gurgaon
Date : 11.06.2012

Sd/-
Executive Chairman

ANNEXURE - I

Form 'B'-Technology Absorption

1.	Specific areas in which R&D carried out by the company	None
2.	Benefits derived as a result of above R&D	NA
3.	Future plan of action	None
4.	Expenditure on R&D (Rs. In Lacs)	a. Capital NIL b. Recurring NIL c. Total NIL d. Total R & D NIL expenditure as % of total turnover

ANNEXURE - II

Particulars of Employees

S. No.	Name	Age (yrs.)	Designation	Remuneration	Qualification	Total experience	Date of commencement of employment	Last employment held designation/ period
1.	Dr. Sanjiiv Jindall	54	Managing Director	60,00,000	B. Com. MBA PhD.	24	01-07-1987	-



MANAGEMENT ANALYSIS & DISCUSSION REPORT

Industry Structure & Development

Your Company is mainly engaged in the manufacture of large size injection moulded automotive components i.e. bumpers, instruments panels, grills etc. as original equipments and for spare parts market primarily for Maruti Suzuki India Limited (MSIL). The company also manufactures various automotive small components for others.

Your company can be classified as the automotive components manufacturer in view of the application of product made. From manufacturing process involved it may be classified as a plastic part manufacturer. Your company has 41 nos. injection moulding machines, sizes ranging from 100 Ton to 3150 Ton clamping force. Your company has been dealing in bulky plastic automotive components which can be supplied by setting production facility next door to automobile industries. For supplying such components to customer other than MSIL, it has set up an additional facility.

The automotive sector is witnessing stagnation in volumes for passenger cars. Company has to expand and look for business other than existing customers.

Opportunities & Threats

Growing market of India has already attracted all major automotive companies to start operation here. India is expected to be one of major auto hub in the world map soon.

The principal customer of the company is Maruti Suzuki India Limited (MSIL) and growth of the company currently depends mainly on the growth of MSIL.

MSIL continues to be the leader in Indian car market and has closed the financial year 2011-2012 with domestic sale of 1006316 units. Maruti's domestic sale in 2011-12 represent a degrowth of 11.2% over 2010-11.

Your company is positively working towards (i) expanding its operation to other customers and (ii) manufacturing of smaller components during 2012-13

The small to large size of machine range helps your company to cater to all types of customer's part sizes. Moreover, the machines are versatile to process virtually all types of polymers and can make not only automotive but also other plastic goods by changing moulds. Thus, your company has immense capability to keep pace with the growing and diverse requirement of MSIL as well it has the possibilities for other business besides automotives.

Segment-wise or Product-wise Performance

Currently your company operates in only one segment i.e. automotive injection moulding plastic components and is trying to diversify its product and range of industry it caters to. Your company now also has capabilities in moulding smaller and intricate functional and aesthetic parts in automotive and other industries.

Outlook

The growth expected in the domestic automobile industry will give a fillip to the auto component sector albeit the fact that the automobile industry may face stagnation for couple of years after a phenomenon growth in the past. With many players entering the market the share of major customer of the company may come down. The Indian automobile industry as a whole offers great potential considering the low penetration along with rising income levels and a rapidly growing middle class. These factors will witness a boost in demand for vehicles passenger cars and two wheelers.

The Manesar Plant of the company is now the focus area for all future growth of the company.

Risks & Concerns

Though India rides on some inherent strength, following risk factors exist which the auto component manufacturers may have to counter with:

- A global and/or economic slowdown can derail the prospects of the industry.
- Volatility in the prices of material and other inputs could erode the industry's cost competitiveness. Furthermore OEMs reduction in prices every year.
- Intense competition from counterparts may add further pressure on margin of manufacturers.

The overall trend is challenging, but remaining competitive in this changing scenario will be the toughest challenge. The combination of low manufacturing costs along with quality systems would give an edge to companies in terms of pricing and quality. Expansion and diversification will help break into new markets. It would be imperative for these companies, which are largely based on traditional management practices, to imbibe technology in a big way. The SMEs can exploit these opportunities through joint ventures, collaboration and technical tie-ups. Knowledge, specialization, innovation and networking will determine the success of the SMEs in this globally competitive environment.

Your company is power, manpower and capital intensive business unit. Power is obtained from Maruti from its co-shared power plant which runs on gas and DHBVN Ltd and DG Set. The increase in per unit cost of power supply will materially affect the cost of production. State supplied power is inadequate quantity and quality of power is poor. Further under-utilization of plant due to demand slow down will hit the bottom line as the fixed cost is very high.

Financial Performance

Your company has registered a degrowth for the year 2011-2012. The turnover has decreased by

4.22%. The turnover of the company has reached to Rs. 15235.05 lacs as against Rs. 15905.71 lacs in last year. Company has incurred a pretax loss of Rs.47.02 lacs as compared to profit of Rs.1,229.21 lacs of last year.

Internal Control System

Your company has adequate internal control systems commensurate with its size and operations, although not documented. The company regularly gets its accounts audited from the internal auditor.

Human Resources/Industrial Resources

The company during the previous year continued its record of good industrial relations with its employees. During the year various initiatives had been taken to improve the performance and productivity levels in various departments of the company. The company has its own in-house technical centre in the plant to train the new recruits before their placement that helps in optimum utilization of resources as well as maintaining quality standards. It also indulges into and implements various HR initiatives and activities including employee welfare, special rewards, performance review system and various employee motivation activities.

The company has already undertaken KAIZEN with an aim to become a world class company. A separate KAIZEN team which was created within the organisation to monitor and achieve the target is giving an advantage to the company by increasing the efficiency of different departments. Your company has already adopted the suggestions scheme in the company which is increasing the employee's participation in managing the company.

Cautionary Statement

Management Discussion and Analysis Report may be "forward securities laws and regulations". Actual result may differ materially from those expressed or implied depending upon global and Indian regulations, tax regimes, and economic developments within India and overseas.