



Corporate Information

Board of Directors

M. D. Jindal	Chairman
Sanjiivv Jindall	Vice Chairman cum Managing Director
Masayuki Kamiya	Director
(Representative of Suzuki Motor Corporation, Japan)	
A. K. Tomer	Director
(Representative of Maruti Suzuki India Ltd.)	
R. Krishnan	Independent Director
R. L. Gaggur	Independent Director
G. C. Dwivedi	Independent Director
S. Balasubramanian	Independent Director

Bankers

The Bank of Tokyo-Mitsubishi UFJ Limited, Jeevan Vihar Building, 3, Parliament Street, New Delhi
 Allahabad Bank, 3rd Floor, 17, Parliament Street, International Branch, New Delhi
 Axis Bank, DLF Branch, Gurgaon
 Kotak Mahindra Bank Limited, Ambadeep Building, KG Marg, New Delhi

Statutory Auditors

Goel Garg & Co.
 Chartered Accountants,
 18, National Park,
 Lajpat Nagar,
 New Delhi-110024
 Ph.: 011-46539501

Secretarial Auditor

A K & Associates
 Company Secretary
 B-14, Vasant Kunj Enclave,
 New Delhi-110070
 Mb.: 9873676963

Cost Auditor

H.Tara & Co.
 Cost Accountants
 A-1-B/49-B, Paschim Vihar,
 New Delhi-110063
 Mb.: 9311959678

Chief Financial Officer Cum Executive Director (Not member of the Board)

Aditya Jindal

General Manager (F) & Company Secretary

Surya Kant Agrawal

Registered Office

Plot No. 3, Maruti Joint Venture Complex,
 Udyog Vihar, Phase-IV,
 Gurgaon-122015 (Haryana)
 Ph: 0124-2341218, 2340806, 2346094, 2347601
 Fax: 0124-2340692
 Email: sec.legal@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
 Email: rta@alankit.com

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29th Annual General Meeting on Tuesday 12th August, 2014, at 11.30 am 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 29th Annual General Meeting of the members of M/s Machino Plastics Limited will be held on **Tuesday, the 12th August, 2014, at 11:30 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, 2014 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. Masayuki Kamiya who retires by rotation and being eligible offers himself for re-appointment.
 - ii) To appoint a director in place of Mr. A. K. Tomer who retires by rotation and being eligible offers himself for re-appointment.
 - iii) To appoint a director in place of Mr. M. D. Jindal who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

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

“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provision of section 2(78), 2(94), 188, 196, 197, 198, 200, 203 and all other applicable provisions of the Companies Act, 2013 read with schedule V of the Companies Act, 2013 and all other applicable provisions of all the acts and rules in force and subject to such other approval as may be necessary, approval of members be and is hereby accorded for reappointment of Mr. Sanjiivv Jindall, Managing Director of the company for a period of three years with effect from 1st April 2014 as per the terms and conditions mentioned below:

REMUNERATION:

Basic Salary	: Rs. 4,80,000/- per month
House Rent Allowance (HRA)	: Rs. 20,000/- per month

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, 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 members approval is accorded that in the event of absence or inadequacy of profits, Mr. Sanjiivv Jindall 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.

RESOLVED FURTHER THAT in the event of any other relaxation in the guidelines or ceilings on managerial remuneration or otherwise, the Board of Directors of the Company or any committee thereof such as Nomination and Remuneration Committee, be and is hereby authorized to increase the remuneration and/or perquisites to the Managing Director in its absolute discretion, within such guidelines or ceilings and such approvals as may be necessary, and the consent of the members of the company 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 any Director or Company Secretary be and is hereby authorized, individually, to do and



perform all such acts, deeds and things as may be considered desirable or expedient to give effect to this resolution.”

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

“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and any other laws in force, the borrowing power limit of the Company be and is hereby fixed to Rs. 200 Crore.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded in favour of the Board of Director to borrow monies up to the limit not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only) notwithstanding that the money to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) exceeds the aggregate of paid up share capital of the Company and its free reserves, that is to say, reserve not set apart for any specific purpose.

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

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

“RESOLVED AS A SPECIAL RESOLUTION THAT the consent of the Company be and is hereby accorded under the provisions of Section 180 (1) (a) of the Companies Act, 2013 and any other laws in force to the Board of Directors of the Company to mortgage and / or create charge on all or any of the immovable and / or movable properties of the Company, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company for securing loans up to a total amount of Rs. 200 Crores (Rupees Two Hundred Crores Only) for the purpose of the business of the Company and is further authorised to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the

Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.”

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

“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder and any other laws in force read with schedule IV of the Companies Act, 2013 and other applicable provisions, if any, Mr. R. L. Gaggar be and is hereby appointed as an Independent Director on the Board of the Company for the period of five consecutive years w.e.f 1st April, 2014, and that he shall not be liable to retire by rotation.”

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

“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder and any other laws in force read with schedule IV of the Companies Act, 2013 and other applicable provisions, if any, Mr. G. C. Dwivedi be and is hereby appointed as an Independent Director on the Board of the Company for the period of five consecutive years w.e.f. 1st April, 2014, and that he shall not be 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 AS A SPECIAL RESOLUTION THAT pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder and any other laws in force read with schedule IV of the Companies Act, 2013 and other applicable provisions, if any, Mr. R. Krishnan be and is hereby appointed as an Independent Director on the Board of the Company for the period of five consecutive years w.e.f 1st April, 2014, and that he shall not be liable to retire by rotation.”

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

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“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder and any other laws in force read with schedule IV of the Companies Act, 2013 and other applicable provisions, if any, Mr. S. Balasubramanian be and is hereby appointed as an Independent Director on the Board of the Company for the period of five consecutive years w.e.f. 1st April, 2014, and that he shall not be liable to retire by rotation.”

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

“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to all the applicable provisions of the Companies Act, 2013 and any other acts and rules in force, the consent of the members, be and is hereby accorded to the company for the transactions already done and to be entered into in future with all related parties such as Maruti Suzuki India Limited, Machino Polymers Limited, Suzuki Motorcycle India Limited and all

other related parties, names of which are given in annual report for financial year 2013-14 in related parties transaction disclosure, notwithstanding the value of transaction involved with these respective parties on year to year basis.

RESOLVED FURTHER THAT in the event of any other relaxation/amendments in the guidelines or ceilings or threshold of transactions to be entered with the related parties, the company be and is hereby authorised to enter into transaction with the related parties, irrespective of the value of transaction from time to time and the consent of the company as may be required under various applicable provisions of the Companies Act, 2013 as amended from time to time be and is hereby granted.”

By order of the Board of Directors

Place : Gurgaon
Date : 26th May, 2014

Sd/
Sanjiiv 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 on 12th Aug, 2014.
7. All unclaimed dividend declared up to the financial year ended March 31, 2006 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 said 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, 2007 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 dematerialized 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 rta@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.

13. SEBI circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013, encourages usage of electronic modes of payment i.e., ECS/ NECS/NEFT, etc. for

making cash payments to the investors. Therefore the investors are requested to provide/update their bank account details with Registrar and Transfer Agent, Alankit Assign-ments Limited, Alankit House, 2E/21 Jhandewalan Extention, New Delhi, 110055 so that dividend can be remitted to the credit of their bank account through ECS facility, provided such facility is available in your locality.

14. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

A. In case of new users:

1. Open the attached PDF file “**Machino Plastics e-Voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password.
2. Launch internet browser by typing the URL **<https://www.evoting.nsdl.com/>**
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of Machino Plastics Limited. Members can cast their vote online from 5th August, 2014 (9:00 am) till 7th August, 2014 (6:00 pm).

Note: e-Voting shall not be allowed beyond the said time.

8. Now you are ready for “e-Voting” as “Cast Vote” page opens.

9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.

10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail **atimakhanna@gmail.com** with a copy marked to **evoting@nsdl.co.in**.

B. In case of existing users :

1. Launch internet browser by typing the URL **<https://www.evoting.nsdl.com/>**
2. Click on “Shareholder - Login”.
3. Put your existing User ID and password and Click Login.
4. Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
5. Select “EVEN” of Machino Plastics Limited. Members can cast their vote online from 5th August, 2014 (9:00 am) till 7th August, 2014 (6:00 pm).

Note: e-Voting shall not be allowed beyond said time.

6. Now you are ready for “e-Voting” as “Cast Vote” page opens.
7. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
8. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail **atimakhanna@gmail.com** with a copy marked to **evoting@nsdl.co.in**.

Please note that:

- Login to 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 ‘Forgot Password’ option available on the site to reset the same.
- Your login ID and password can be used by



you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.
- II. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following Telephone No.: 022-2499 4600.
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on 5th August, 2014 (9:00 am) and ends on 7th August, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 15th July, 2014.
- VII. Miss Atima Khanna, Practicing Company Secretary (Membership No. A28463 and

Certificate of Practice No. 10296) sole proprietor of M/s A. K. Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.machino.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Note: The username and password of the shareholders alongwith the printed attendance slip and proxy form can be downloaded from <https://www.evoting.nsdl.com> or from the website of the company at www.machino.com

EXPLANATORY STATEMENTS :-

EXPLANATORY STATEMENT TO ITEM NO. 4

Mr. Sanjiiv Jindall, the Managing Director of the Company was reappointed as Managing Director for a term of three years with effect from 01.04.2012.

In view of various changes in the Companies Act, 2013, the Nomination and Remuneration Committee and the Board of Directors in their meetings held on 26th May, 2014 approved the re-appointment and remuneration of Mr. Sanjiiv Jindall, Managing Director for period of three years w.e.f 1st April, 2014.

Your directors recommend the special resolution as set out in item no.4 for your approval.

Except Mr. M.D Jindal, who is related to Mr. Sanjiiv Jindall and Mr. Sanjiiv Jindall, himself, no other director is interested in this resolution.

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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. SANJIV JINDALL, MANAGING DIRECTOR

I. GENERAL INFORMATION:

1. Nature of Industry

Your Company is primarily engaged in the manufacture of plastics injection moulded automotive components such as Bumpers, Instrumental panels, trims, grills, etc. as original equipments and for spare parts markets mainly for Maruti Suzuki India Ltd.(MSIL). The Company also manufactures automotive parts for VE Commercial Vehicles Ltd. (VECV), Suzuki Motor Cycle, Mikuni India Ltd. etc.

2. Date or expected date of commencement of commercial production

The Company is already in production since Dec, 1987.

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

Not applicable, as the Company is an existing one.

4. Financial performance based on given indicators

(Amount in Rs.)

	2013-14	2012-13
Income from operations (Net of Excise)	1,663,864,084	1,696,049,319
Profit before tax	(39,752,990)	(9,133,617)
Dividend	-Nil-	-Nil-

5. Foreign investments or collaborations, if any.

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

II. INFORMATION ABOUT THE APPOINTEE i.e., MR. SANJIV JINDALL

1. Background Details:

Mr. Sanjiv Jindall, the Managing Director aged 56 years, has completed his Doctorate (Ph.D.) from Pacific Western University, U.S.A in Marketing and MBA in Marketing from International Management Institute, Delhi and is a Commerce graduate

from St. Xavier's College, Calcutta. He has rich experience in the field of plastic moulding and marketing and is associated with the company since its inception.

2. Past Remuneration

The salary and HRA being paid to Mr. Sanjiv Jindall, from 1st April 2012 was Rs. 3,50,000/- per month as per schedule XIII. An application for salary and HRA of 5,00,000/- per month is pending with Central Government.

3. Recognition and Awards

An able and successful entrepreneur under whose leadership the Company could achieve and maintain impeccable operational standards.

The Company has got number one vendor ranking from its main customer namely MSIL for the month of April, 2013. The Company has got various awards from Maruti Suzuki India Ltd. and VECV on various occasions for different categories.

Company has successfully obtained ISO 14001, ISO/TS 16949 and OHSAS 18001.

4. Job Profile and his suitability

The job profile of the Managing Director of the Company includes day to day operations, overall supervision and control of the Company's activities and in particular to attend to all matters concerning production planning, manufacture, finance, administration and such other duties and services as entrusted by the Board of Directors.

5. Remuneration proposed

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

HRA : Rs. 20,000/- 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 of the company. He shall also be entitled to provident fund, earned/privilege leaves, gratuity and other retirement benefits as per the rules of the company and as may be permitted in accordance with schedule V of the Companies Act, 2013.



D. OTHER TERMS AND CONDITIONS

In the event of absence or inadequacy of profits, the Managing Director shall be paid above remuneration as minimum remuneration notwithstanding any limit specified under schedule-V of the Companies Act, 2013 or any other law and including any statutory modifications thereof for the time being in force or such other remuneration as may be permissible under law from time to time.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

The remuneration proposed to be paid to the Managing Director is comparable with other joint venture companies of MSIL and industry.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Except for the remuneration as Managing Director and his shareholding, the appointee is also a director and substantial shareholder in M/s. Grandmaastters Mold Limited (GML), a mould and spares supplier to the company. His wife Mrs. Sarita Jindal is an employee of the company at a remuneration of Rs.49,500/- p.m. The company has taken on lease a house belonging to his mother Mrs. Kamla Jindal. The company is buying raw material from M/s Machino Polymers Limited where he is a director. His son Mr. Aditya Jindal is an Chief Financial Officer cum Executive Director (not being a member of the Board) of the company at a salary of Rs. 2,50,000/- p.m. His daughter Ms. Simta Jindal is Marketing Manager of the Company at salary of Rs. 60,000/- p.m.

The appointee is related to Mr. M. D. Jindal, Chairman of the Company, who is his father.

III. OTHER INFORMATION

1. Reason for loss or inadequate profits

The expenses have increased due to inflation whereas the volumes has not increased that much. As MSIL is the prime customer of the Company a decline/stagnation in the sales of MSIL directly affects the sales volume of the Company.

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

The Company is making efforts for cost reduction and on increasing non – Maruti 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.

IV. DISCLOSURES:

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

- a. All elements of remuneration package such as salary, benefits and perquisites etc. of all the directors.

Necessary particulars of remuneration under required heads and sitting fees of all the Directors are given in Corporate Governance Report forming part of the Directors' Report for the year 2013-14.

Explanatory Statement to item no. 5

At the Annual General Meeting held by the Company held on 29th July, 2011, a resolution was passed by the shareholders authorizing the Board of Directors of the Company to borrow up to an amount of Rs. 200 Crores (Rupees Two Hundred Crores Only). With the notification by the Ministry of Corporate Affairs, the provisions related to section 180 (1) (c) is now applicable on the Company. Under section 180 (1) (c) of the Companies Act for borrowing power of more than the paid up capital and free reserve, the approval of the shareholders is required. Hence the Board recommends the resolution for your approval to meet the requirements of section 180 (1) (c) of the Companies Act, 2013.

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

Explanatory Statement to item no. 6

At the Annual General Meeting of the Company held on 23rd September, 2009, a resolution was passed by the shareholders authorizing the Board of Directors of the Company to mortgage and / or create charge on all or any of the immovable and / or movable properties of the Company, both present and future, or

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the whole or substantially the whole of the undertaking or undertakings of the Company for securing loans up to a total amount of Rs. 100 Crores (Rupees One Hundred Crores Only) for the purpose of the business of the Company.

Now with the notification from the Ministry of Corporate Affairs, the provisions related to section 180 (1) (a) of the Companies Act, 2013 is applicable on your Company which requires the approval in the General Meeting of the Company to mortgage and / or create charge on all or any of the immovable and / or movable properties of the Company, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company for securing loans up to a total amount of Rs. 200 Crores (Rupees Two Hundred Crores Only) for the purpose of the business of the Company. Hence the Board seek your consent to enable them to create perfect security in favour of lenders.

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

Explanatory Statement to item no. 7

Mr. R. L. Gaggar is a practicing solicitor and Advocate of Hon'ble High Court of Kolkata for past 50 years. As per the provision of section 149 of the Companies Act, 2013 read with schedule IV of the Companies Act, 2013, an independent director is required to hold office for a term up to five consecutive years on the Board of the Company. The company has also received eligibility confirmation from Mr. R. L. Gaggar.

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

The shareholders are requested to pass the resolution.

None of the directors except Mr. R. L. Gaggar himself is interested in the resolution.

Explanatory Statement to item no. 8

Mr. G C Dwivedi is a B.E. (Mechanical Engineering) from Moti Lal Nehru Regional Engineering College, Allahabad University. He carries with him a long and vast experience of about 33 years in the field of management. As per the provision of section 149 of the Companies Act, 2013 read with schedule IV of the Companies Act, 2013, an independent director is required to hold office for a term up to five consecutive

years on the Board of the Company. The company has also received eligibility confirmation from Mr. G C Dwivedi.

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

The shareholders are requested to pass the resolution.

None of the directors except Mr. G C Dwivedi himself is interested in the resolution.

Explanatory Statement to item no. 9

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

He is a member of LLP Committee appointed by the Government 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 Limited.

As per the provision of section 149 of the Companies Act, 2013 read with schedule IV of the Companies Act, 2013, an independent director is required to hold office for a term up to five consecutive years on the Board of the Company. The company has also received eligibility confirmation from Mr. R. Krishnan.

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

The shareholders are requested to pass the resolution.

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

Explanatory Statement to item no. 10

Mr. S. Balasubramanian is a LLB from Delhi University and an associate member of ICAI, ICSI & ICWAI. He