NACHINO PLASTICS LIMITED

36th ANNUAL REPORT 2020-21

Five years financial performance highlights

Amount in INR

Sr #	Particulars	Financial Year ending 31st March				
		2020-21	2019-20	2018-19	2017-18	2016-17
1	Total Income (Net of Taxes)	2,103,756,842	2,425,239,289	3,033,674,092	3,062,094,330	2,595,068,157
2	Earning before Interest, Tax, Depreciation & Amortization	165,714,705	188,009,558	261,089,724	281,176,836	265,965,019
3	Depreciation and amortization	151,584,718	196,420,529	194,455,570	190,707,632	129,242,501
4	Profit / (loss) before tax	(57,626,137)	(85,147,449)	1,159,859	17,757,359	96,231,176
5	Profit / (loss) after tax	(41,049,084)	(45,183,150)	4,077,060	48,028,690	47,551,416
6	Cash EPS (PAT+Dep) / No. of Shares	18.01	24.64	32.35	38.90	28.81
7	Earning per share of Rs 10 each	(6.69)	(7.36)	0.66	7.83	7.75
8	Equity (61,36,800 shares of Rs 10 each)	61,368,000	61,368,000	61,368,000	61,368,000	61,368,000
9	Reserves (excluding revaluation reserve)	360,340,062	401,291,213	452,055,719	454,306,204	420,422,836
10	Shareholder Funds (8+9)	421,708,062	462,659,213	513,423,719	515,674,204	481,790,836
11	Gross Block (Including CWIP & Intangible assets)	3,735,667,097	3,739,900,992	3,733,104,966	3,342,744,667	3,268,557,212
12	Book Value per equity shares of Rs 10 each	68.72	75.39	83.66	84.03	78.51



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Aditya Jindal	Chairman cum Managing Director
Mr. Sanjiivv Jindall	Whole Time Director –Strategy
* Mr. Shigetoshi Torii	Director (w.e.f 22nd June, 2021) (Representative of Suzuki Motor Corporation, Japan)
*Mr. Kazunari Yamaguchi	Director (upto 22nd June, 2021) (Representative of Suzuki Motor Corporation, Japan)
Mr. A.K. Tomer	Director (Representative of Maruti Suzuki India Ltd)
Mrs. Anupam Gupta	Independent Lady Director
Dr. Sandeep Goel	Independent Director
Mr. Rajiv Kumar Singh	Independent Director
Mr. Ajit Yadav	Independent Director

BANKERS

Indian Bank Ground Floor 17, Parliament Street, New Delhi-110001

Axis Bank Limited DLF Branch, Gurugram

HDFC Bank Limited Enkay Towers, B-1, Phase-V, Vanijya Kunj, Udyog Vihar, Gurugram - 122001

Kotak Mahindra Bank Limited Asset Area 9, 1st Floor, IBIS Commercial Block, Hospitality District, New Delhi

Tata Capital Financial Services 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 2020-21

KMGS & Associates

Chartered Accountants B-138, Navakaar Building, 2nd Floor, Mohammadpur, Bhikaji Cama Place, New Delhi-110066

SECRETARIAL AUDITOR FOR FY 2020-21

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

*Mr. Kazunari Yamaguchi has resigned as the director of the company in his place Mr. Shigetoshi Torii shall serve as the representative of Suzuki Motor Corporation with effect from 22.06.2021

INTERNAL AUDITOR FOR FY 2020-21

Goel Garg & Co.

Chartered Accountants 18, National Park, Lajpat Nagar, New Delhi-110024

Mr. Ravinder Hooda

COMPANY SECRETARY

CHIEF FINANCIAL OFFICER

Ms. Reetika Pant

REGISTERED OFFICE

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

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36th Annual General Meeting on Wednesday, the 29th September, 2021 at 11:00 a.m. through video conferencing/other audio visual means.

The Annual Report can be accessed at <u>www.machino.com</u>

MACHINO PLASTICS LIMITED -

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting of the members of M/s Machino Plastics Limited will be held on Wednesday, the 29th September, 2021 at 11:00 a.m. through video conferencing/other audio visual means (VC/ OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2021, Profit and Loss Account and Cash Flow Statement for the year ended on that date and report of auditors and directors thereon and to pass the following resolution as an Ordinary Resolution:.

"RESOLVED THAT financial statements of the company as on 31st March, 2021 which includes the Balance Sheet as on 31st March, 2021, Profit and Loss Account and Cash Flow Statement of the company for the financial year 2020-21 along with the Directors' Report and Auditors' Report thereon be and is hereby received, considered, approved and adopted."

- 2. To appoint a director in place of Mr. Aditya Jindal who retires by rotation and being eligible offers himself for re-appointment.
- 3. To appoint a director in place of Mr. Ajay Kumar Tomer 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 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 Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and other applicable provisions, if any, Mrs. Anupam Gupta(DIN- 00335437) be and is hereby appointed as an Independent Lady Director on the Board of the Company for the period of five consecutive years w.e.f 12th November,2020, not liable to retire by rotation."

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

"**RESOLVED THAT** Mr. Shigetoshi Torii(DIN – 06437336) who was appointed as a director of the company by the board of directors w.e.f. 22nd June, 2021 and who holds the office up to the date of this Annual General Meeting pursuant to section 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable laws and in respect of whom the company has received the notice under section 160 of the Companies Act, 2013 be and is hereby appointed as a director of the Company, being liable to retire by rotation."

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** pursuant to the provision of section 188 of the Companies Act, 2013("Act") read with the Companies (Meeting of the Board and its Powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Policy on materiality of related parties' transaction and all other Act and Rules for the time being in force as may be applicable on the company, the approval of the purchase/sale of goods or services, advances resulting in debit or credit balances in the books of the company as per list given below whether at arm's length or otherwise for the year 2020-21 and for the year 2021-22 and each of the succeeding years, unless specified differently, elsewhere and that this approval covers all such approvals as may be required under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such laws and regulations as may be applicable to the company for the financial year 2020-21, 2021-22 and thereafter for each financial year.



DETAILS OF RELATED PARTY TRANSACTIONS FOR THE YEAR ENDED 31ST MARCH 2021 AND FOR YEAR 2021-22 ONWARD

NAME OF RELATED PARTY	NATURE OF TRANSACTION	2020-21	2021-22 and onward
		Year Ended (Rs in Lakh) (Actual)	Year Ended (Rs in Lakh) (Proposed)
RECEIVABLES			
Maruti Suzuki India Limited	Sale of Goods / Moulds	24,358.65	40,000.00
Maruti Suzuki India Limited	Tooling Advance	167.52	500.00
Suzuki Motor Gujarat Pvt Ltd	Sale of Goods	Nil	500.00
Suzuki Motor Cycles India Private Limited	Sale of Goods / Moulds	8.61	100.00
Grandmaastters Mold Limited	Sale of Raw Material	4.65	15.00
PAYABLES			
Machino Polymers Limited	Purchase of Raw Materials	4,826.14	7,500.00
Grandmaastters Mold Limited	Purchase of material / Moulds	19.96	95.00
Maruti Suzuki India Limited	Payment of cash discount	0.34	2.50
Maruti Suzuki India Limited	GST (on FOC material)	32.44	100.00
Mr. Sanjiivv Jindall	Remuneration	73.20	73.20
Mr. Aditya Jindal	Remuneration	73.20	73.20
Mr. Ravinder Hooda	Salary	14.43	17.00
Ms. Reetika Pant	Salary	4.51	6.00

* All these transactions are inclusive of GST.

By order of the Board of Director

Sd/-Aditya Jindal Chairman cum Managing Director DIN: 01717507

Place : Gurugram Date : 22nd June, 2021

MACHINO PLASTICS LIMITED

NOTES:

- 1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020,17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 36th 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.
- 1A Link to participate in Annual General Meeting is

https://machino.webex.com/machino/j.php?MTID=madf9f8cad9f3b011fbbcb0b46699e1a0

WebEx Meeting number (access code): 170 792 5451

WebEx Meeting password: mpl@1234

- 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 nos. 4 to 6 set above and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting is annexed hereto.
- 3. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting during the 36th 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 36th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 5. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
- 6. Members may join the 36th AGM through VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 7. Members will be provided with a facility to attend the AGM through VC/OAVM.
- 8. Corporate members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the board resolution/ authorization letter to the Company authorising their representatives to participate and vote on their behalf at the meeting.
- 9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 10. All documents referred to, in the accompanying notice and explanatory statement, are open for inspection at the registered office of the company on all working days, during regular business hours and shall also be available at the meeting.
- 11. The register of members demat and share transfer books of the company will remain closed on 29th September, 2021 being the record date.
- 12. Your company has not declared any dividend during Financial Year 2012-13 and 2013-14.
- 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).



- 14. Individual shareholders can take the facility of nomination. For further detail in this regard shareholders may contact Share Transfer Agent or their respective depository participant.
- 15. 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.
- 16. Members are requested to quote their Demat account / folio no. in all correspondence with the company.
- 17. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 36th AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 36th AGM and the Annual Report for the year 2021 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at: sec.legal@machino.com or may register their e-mail addresses with Alankit Assignments Ltd., Registrar and Transfer Agent of the Company at alankit@alankit.com.
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- 18. The Annual Report and other communication sent electronically will be displayed on Company's website <u>www.machino.com</u> 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 the Stock Exchanges i.e. BSE Limited at <u>www.bseindia.com</u>
- 19. As per SEBI circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013, which 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 Assignments Limited, Alankit Heights, 4E/2 Jhandewalan Extension, New Delhi, 110055 at <u>alankit@alankit.com</u> or with Machino Plastics Ltd. at <u>sec.legal@machino.com</u> so that dividend when declared can be remitted to the credit of their bank account through ECS facility, provided such facility is available in your locality.

20. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule- 20 of the Companies (Management and Administration) Rules, 2014, read with Secretarial Standard on General Meetings, the Company is pleased to provide members' facility to exercise their right to vote on resolutions proposed to be considered at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("AGM") ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The members who have cast their vote by remote e-voting prior to the AGM may also attend Video Conferenceing (VC)/ Other Audio Visual Means (OAVM) AGM but shall not be entitled to cast their vote on expiry of e-voting period.
- III. The remote e-voting period commences on 26th September, 2021 (9:00 a.m.) and ends on 28th September, 2021 (05:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 22nd September, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- IV. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

MACHINO PLASTICS LIMITED

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.	Existing IDeAS user can visit the e-Services website of NSDL Viz. <u>https://</u> <u>eservices.nsdl.com</u> 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 <u>https://eservices.nsdl.com</u>. Select "Register Online for IDeAS Portal" or click at <u>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</u> 	
	https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click	
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com/myeasi/home/login or https://wwwwwwwwwwwwwwwwwwwwwwwwwwwwwwwwwww	



	 After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <u>www.cdslindia.com</u> 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <u>evoting@nsdl.co.in</u> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <u>helpdesk.evoting@cdslindia.</u> <u>com</u> or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting 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: <u>https://www.evoting.nsdl.com/</u> 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.

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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	8 Character DP ID followed by 8 Digit Client ID
demat account with NSDL.		For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)		16 Digit Beneficiary ID
demat account with CDSL.	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 user 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 <u>evoting@nsdl.co.in</u> 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