



Machino Polymers Limited

Registered Office: Plot No. 2 Sector 33NH-81Gurgaon-122001 | Haryana India

www.machinopolymers.com Tel.: +91-124-4684200 | Fax: +91-124-4684299

Email: cs@machinopolymers.com | CIN: U25201HR1996PLC033306

NOTICE OF THE 19th ANNUAL GENERAL MEETING

Notice is hereby given that the Nineteenth Annual General Meeting of the members of M/s. Machino Polymers Limited will be held on Tuesday the 11th day of August, 2015 at 11:00 am at the registered office of the company at Plot No. 2, Sector-33, Delhi-Jaipur Highway, Gurgaon-122001, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Annual Accounts

To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss and Cash Flow Statement for the year ended together with the Reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend for the financial year 2014-15

To declare a Final Dividend on Equity Shares for the financial year 2014-15 and approve interim dividend of Rs. 0.30 paise per equity share, already paid during the year, for the year ended on 31st March, 2015

3. Appointment of Director

To appoint a Director in place of Mr. Sanjiv Jindall, who retires by rotation and, being eligible, offers himself for re-appointment.

4. Appointment of Auditors

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

RESOLVED THAT and pursuant to section 139, 142 and other applicable provisions of Companies Act, 2013 and Rules made there under and on the basis of recommendations of Audit Committee and pursuant to resolution passed at the AGM held on 15th September 2014 the appointment of M/s KMGS & Associates, Chartered Accountants (Firm Registration No. 0004730N), New Delhi as a Statutory Auditors of the Company to hold office till conclusion of AGM to be held in 2019 be and is hereby ratified and Board of Directors be and is hereby authorized to fix remuneration payable to them for the financial year ending on 31st March, 2016 as may be determined by the audit committee in consultant with auditors."

SPECIAL BUSINESS:

5. To confirm the appointment of Ms. Shradha Prakash (DIN: 07129466) as Non Executive Director.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

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“RESOLVED THAT Ms. Shradha Prakash (**DIN: 07129466**) who was appointed as an Additional Director of the Company by Board of Directors with effect from 30th March, 2015 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from Ms. Shradha Prakash proposing herself as a candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company and who will be liable to retire by rotation.

6. To consider and approve increase of managerial remuneration of Mr. Arjun Jindal.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to sections 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and applicable articles of association of the Company (including any statutory modification or re-enactment thereof for the time being in force) on the recommendation of Nomination and Remuneration Committee of the Board the approval of members of the Company in general meeting and subject to Central Government, as may be required, be and is hereby accorded the alteration in the remuneration structure payable to Mr. Arjun Jindal as Whole-time Director of the Company as per terms and conditions as set out herein below:

| | Designation | Whole Time Director |
|----------|----------------------------|--|
| R | Remuneration / perquisites | |
| a. | • Salary | Rs. 4, 00,000 /- Per Month (at existing level) |
| b. | • Commission | 1% of Net Profit Payable Annually (Commencing from Financial Year 2015-15) |
| E | | |

SOLVED FURTHER THAT the above commission of net profit shall be paid to Mr. Arjun Jindal, Whole Time Director of Company annually.”

RESOLVED FURTHER THAT all other terms and conditions as stipulated in the resolution passed at the previous general meeting in relation to the above resolution shall remain in force, unless revoked by the members in the general meeting.”

Notes:

- The relevant Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under item nos. 5 of the Notice is annexed hereto.
- A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and a proxy need not be a member of the company.** The instrument appointing the proxy should, however be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.

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- c) The Dividend as recommended by the Board of Directors if confirmed at the Meeting shall be paid to those Members, whose names shall appear in the Register of Members as on the date of the Meeting.
- d) All the documents referred to in the notice will be available for inspection by the Members at the Registered Office of the Company between 11:00 am to 12:00 p.m. on the day of this annual general meeting.
- e) The Register of Members and Share Transfer Register shall remain close from August 05, 2015 to August 11, 2015 for the purpose of payment of final dividend for the financial year ended 31st March 2015.

By Order of the Board of Directors

Amit Kumar Shrivastava

Company Secretary

M No-32075

Place: Gurgaon

Date: 18th July, 2015

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Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 of the accompanying Notice:

Item no. 5

Ms. Shradha Prakash (**DIN: 07129466**) was appointed by the Board at its meeting held on 30.03.2015 as an additional director. The Board of Directors have received a notice from the Ms. Shradha Prakash proposing herself as a candidature Non Executive Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013.

Furthermore the Company has also received from Ms. Sradha Prakash (i) consent in writing to act as Woman /Non Executive Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 .The Resolution seeks the approval of members for the appointment of Ms. Shradha Prakash as Women / Non-Executive Director of the Company pursuant to Section 149 and 152 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She will be liable to retire by rotation. In the opinion of the Board of Directors, Ms. Shradha Prakash proposed to be appointed, as a Women / Executive Director, fulfils the conditions specified in the Companies Act, 2013 and the Rules made hereunder..

No Director or Key Managerial Personnel of the Company and/ or their relatives, except Mr, Arjun Jindal, Whole Time Director, Mr. Murli Dhar Jindal, Managing Director and Mr. Sanjivv Jindall, Director being relative of Ms. Shradha Prakash, are interested or concerned in the proposed Resolution.

Item No-6

Mr. Arjun Jindal, Whole-time Director is a dynamic Entrepreneur with sound educational background of Bachelor Degree from U S A. He is having rich experience of 8 years in the Industry. Under his leadership the Company during 2014-15 has achieved a tremendous growth. Operations of Company have witnessed major de-bottlenecking and his vision of transforming Company into a global compound supplier and most preferred supplier has also started taking shape with approval from OEMs for global sourcing. He is a great force behind the success of the Company. His valuable directions and decision are required for the company's further growth. Hence it is proposed to alter in the remuneration structure payable to Mr. Arjun Jindal as Whole-time Director of the Company, as recommended by Nomination & Remuneration Committee and Board of Directors and subject to the approval of shareholder of the Company in the general meeting as per terms and conditions as set out herein below:

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| | Designation | Whole Time Director |
|----|----------------------------|--|
| a. | Remuneration / perquisites | |
| | • Salary | Rs. 4,00,000/- Per Month (as per existing) |
| b. | • Commission | 1% of Net Profit payable annually (Commencing From Financial Year 2015-16) |

Mr. Arjun Jindal will be paid remuneration as mentioned above and he is not entitled to any other benefit in the form of housing, Provident fund, Gratuity, Leave encashment and other benefits.

The remuneration of Mr. Arjun Jindal will be guided by the Schedule V, and he can be paid as compensation for his efforts in the success driven of the Company if it is approved by the shareholders by passing an Special resolution.

No Director or Key Managerial Personnel of the Company and/ or their relatives, except Mr, Arjun Jindal, Whole Time Director, Mr. Murli Dhar Jindal, Managing Director and Mr. Sanjivv Jindall, Director are interested or concerned in the proposed Resolution.

The Board recommends this Resolution for your Approval

By Order of the Board of Directors

Amit Kumar Shrivastava

Company Secretary

M No-32075

Place: Gurgaon
Date: 18th July, 2015

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**FORM NO-MGT-11
 PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

| | | | | | | | | | | |
|--------------------|--|--|--|--|--|--|--|--|--|--|
| Name of member(s) | | | | | | | | | | |
| Registered address | | | | | | | | | | |
| | | | | | | | | | | |
| Email ID | | | | | | | | | | |
| Folio No/Client ID | | | | | | | | | | |
| DP ID | | | | | | | | | | |

I/We, being the member(s) ofshares of the above named company, hereby appoint

Name:..... Email Id:.....
 Address:.....
 Signature:.....

Or failing of him/her

Name:..... Email Id:.....
 Address:.....
 Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Tuesday, the 11th August, 2015 at 11.00 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such Resolutions as are indicated below

| Resolution No. | Resolution | Vote | | |
|--------------------------|--|------|---------|---------|
| | | For | Against | Abstain |
| Ordinary Business | | | | |
| 1. | Adoption of Balance Sheet, Statement of Profit and Loss Accounts, Cash Flow Statement, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015 | | | |
| 2. | Approval of final dividend for the financial year ended March 31, 2015 and to confirm the interim dividend paid in march, 2013. | | | |
| 3. | Appoint a Director in place of Mr. Sanjiv Jindall, who retires by rotation and, being eligible, offers himself for re-appointment. | | | |
| 4. | Appointment of KMGS and Associates as the auditor of the Company. | | | |
| Special Business | | | | |
| 5. | Appoint Ms. Shradha Prakash as non executive director | | | |
| 6. | To consider and approve increase in managerial remuneration | | | |

Signed this.....day of.....2015

.....
 Signature of the members

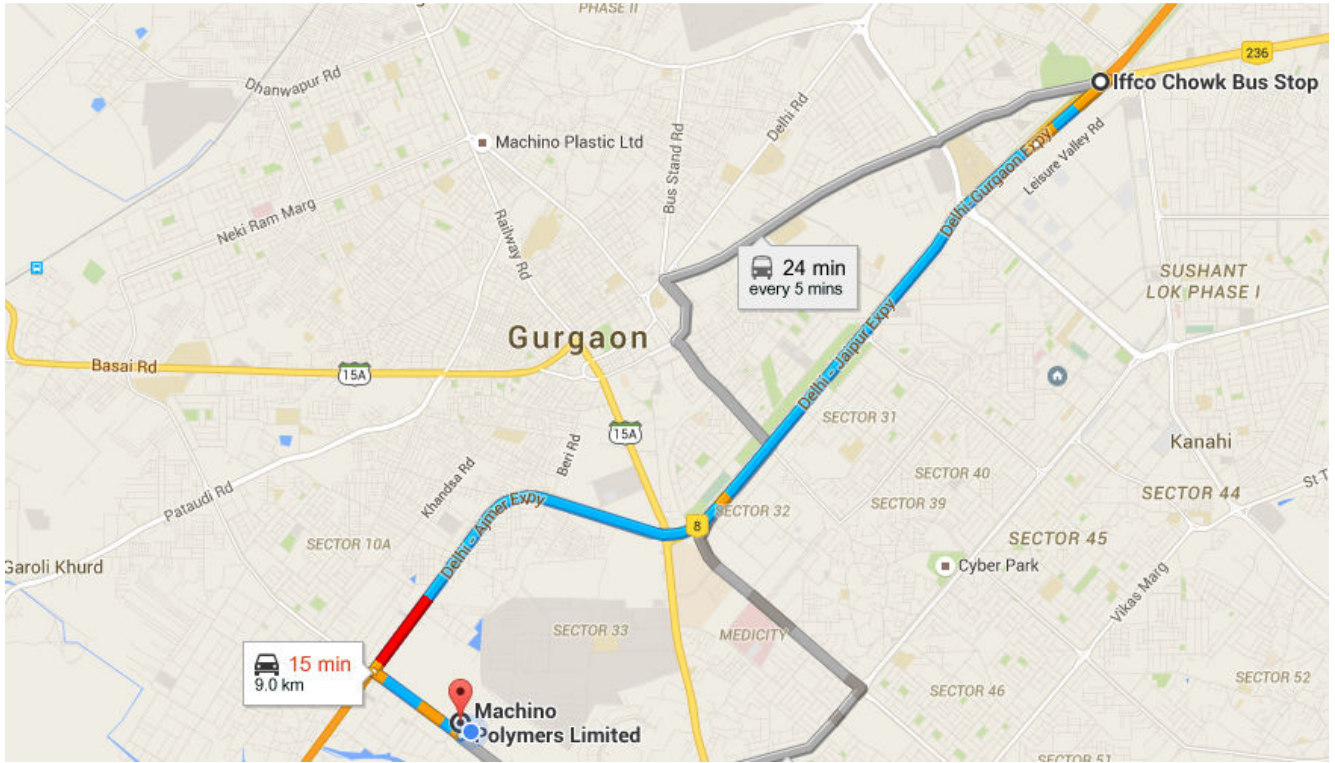
.....
 Signature of the proxy holder

| |
|--|
| Affix revenue stamp of not less than Rs. 1 |
|--|



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Route map
From IFFCO Chowk to Machino Polymers Limited via N.H. 8



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