

June 06, 2023

To,  
The Manager,  
Department of Corporate Services,  
The BSE Limited,  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.

Sub: Notice of 31st Annual General Meeting for the Financial Year 2022-23

Ref: Scrip Code: 522152 | Scrip Name: SOLIMAC

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Dear Sir/Madam

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of 31st Annual General Meeting of the Members of the Company scheduled to be held on Saturday, 01st July, 2023 at 11:00 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

We request you to kindly take the same on record.

Thanking you,  
Yours faithfully,  
For Solitaire Machine Tools limited

Raman  
Prajapat

Digitally signed by  
Raman Prajapat  
Date: 2023.06.06  
16:54:26 +05'30'

Raman Prajapat  
Company Secretary & Compliance Officer  
Mem. No.: A63875



CIN No. L28932MH1967PLC013747

## **NOTICE TO MEMBERS**

Notice is hereby given that the 31st Annual General Meeting ('AGM') of the Members of Solitaire Machine Tools Limited will be held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") on Saturday, 01<sup>st</sup> July, 2023 at 11:00 a.m., to transact the following business:

### **ORDINARY BUSINESS**

#### **Item No. 1- Adoption of Financial Statements**

To Receive, consider and adopt the Audited Standalone Financial Statements for the year ended March 31, 2023 and Report of the Board of Directors and Auditors thereon.

To consider and pass the following as **Ordinary resolution**:

**"RESOLVED THAT** Financial Statements for the financial year ended 31<sup>st</sup> March, 2023 together with the report of Board of Directors and Auditors thereon, be and are hereby approved and adopted."

#### **Item No. 2- Declaration of dividend**

To approve and declare dividend recommended by the Board for the Financial Year ended March 31, 2023.

To consider and pass the following as **Ordinary resolution**:

**"RESOLVED THAT** the recommendation of the Board of Directors for the payment of 15.00% dividend viz. Rs. 1.50 Per share on paid up equity capital of the company be and is hereby approved and the dividend so declared."

#### **Item No. 3- Appointment of director in place of those retiring by rotation**

To appoint Mr. Ashok J Sheth (DIN: 00174006), who retires by rotation and being eligible offers himself for re-appointment as a director.

To consider and pass the following as **Ordinary resolution**:

**"RESOLVED THAT** Mr. Ashok J Sheth (DIN: 00174006), Director of the company, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company whose period of office shall be liable to determination by retirement by rotation."

#### **Item No. 4-Appointment of director in place of those retiring by rotation**

To appoint Ms. Shilpa Taneja (DIN: 00207023), who retires by rotation and being eligible offers herself for re-appointment as a director.

To consider and pass the following as **Ordinary resolution**:

**"RESOLVED THAT** Ms. Shilpa Taneja (DIN: 00207023), Director of the company, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company whose period of office shall be liable to determination by retirement by rotation."

**SPECIAL BUSINESS**

**Item No. 5- To continue the appoint of Mr. Hemandra J. Badani (DIN: 00143330) as Managing Director and Vice chairman, after attaining the age of 70 years and in this regard,**

To consider and pass the following as **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and pursuant to The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force), Mr. Hemandra Jayantilal Badani, (DIN – 00143330), who was appointed as Managing Director and Vice-Chairman of the Company at 28th AGM for a period of 5 (Five) years from 08-02-2020 to 08-02-2025 and who attained the age of 70 years during the tenure, be and is hereby allowed to continue to function as Managing Director and Vice Chairman of the company for the remainder of his term on same continuing terms and conditions after attaining age of 70 years."

By the order of Board of Directors

For **SOLITARE MACHINE TOOLS LIMITED**

**Sd/-**

Raman Prajapat  
Company Secretary and Compliance Officer  
Mem. No.: A63875

Date-20/05/2023  
Place- Vadodara

**Notes:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 2/2022 dated May 05, 2022, General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13<sup>th</sup>, 2021 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM till September 30, 2023, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue. The Company has engaged Link Intime India Private Limited for facilitating voting through electronic means i.e., remote e-voting and voting on the date of the AGM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate members intending to represent through their authorised representatives in the AGM through VC/ OAVM and to vote through remote e-voting or voting at the AGM are requested to send to the Company a certified copy of the board resolution authorising their representative to the designated email address of the Registrar and Transfer Agents at [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in)
4. The cut-off date for the purpose of determining eligibility of members for voting in connection with the 31st AGM has been fixed as Monday 26th June, 2023.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23rd June, 2023 to Saturday, 01st July, 2023 (Both Days Inclusive).
6. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/Link Intime (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
  - A. Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H or Lower Withholding Certificate (if obtained from the Tax department), to avail the benefit of non-deduction/ lower deduction of tax at source by writing an email to [solitairedivtax@linkintime.co.in](mailto:solitairedivtax@linkintime.co.in) on or before 11:59 p.m. IST on June 26, 2023. The shareholders are requested to note that in case their PAN is not registered/ updated, the tax will be deducted at a higher rate of 20% (plus Surcharge and Cess as applicable).
  - B. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment (PE) and Beneficial Ownership Declaration, Tax Residency Certificate (TRC), Form 10F, any other document which may be required to avail the tax treaty benefits by sending an [solitairedivtax@linkintime.co.in](mailto:solitairedivtax@linkintime.co.in). The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST by June 26, 2023. The formats of No PE Declaration (including beneficial ownership) and Form 10F are available on Link Intime's website at <https://www.linkintime.co.in/client-downloads.html>. TRC needs to be obtained by

the shareholder from the Tax Department of their country of residence. Non-resident shareholders shall also furnish the lower/nil withholding certificate, if obtained from the Tax Department.

7. Change of particulars including address, bank mandate & nomination for shares held in demat form, should be notified only to the respective Depository Participants where the member has opened his demat account. The Company or its Share Transfer Agent will not be able to act on any direct request from these Members for change of such details. However, for any change in particulars in respect of shares held in physical form should be sent to the Registrar & Share Transfer Agents of the Company i.e., Link Intime India Private Limited at following address:

Link Intime India Private Limited

C 101, 247 Park, L. B. S. Marg, Vikhroli (West),

Mumbai, Maharashtra, 400 083

8. **SEBI has decided that securities of listed companies can be transferred only in dematerialized form from 01<sup>st</sup> April 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form. Members can contact the Company or the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited, for assistance in this regard.**
9. Members desirous of getting any information about the accounts and operations of the Company are requested to send their query to [investors@smtgrinders.com](mailto:investors@smtgrinders.com) on or before June 20,2023.
10. Members are requested to register their E-mail address with the Company/Registrar & Transfer Agents so as to receive Annual Report and other communication electronically.
11. Information pursuant to regulations 26(4), 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) with respect of the Directors seeking appointment/ re-appointment, as the case may be, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
12. In compliance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12,2020 and January 15, 2021, Notice of the Annual General Meeting along with the Annual Report for the Financial year 2022-23 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of Annual General Meeting and Annual Report for the Financial year 2022-23 will also be available in the Investors Section on the Company's website <http://www.smtgrinders.com/investor-relations-n/> and on the website of Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com).
13. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
14. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
15. Mr. Ashok J Sheth (DIN: 00174006) and Ms. Shilpa Taneja (DIN: 00207023) are interested in the Ordinary resolutions set out at Item No. 3 and 4 respectively. Mr. Hemandra Badani (DIN: 001443330) is interested in the Special Resolution set out at Item No. 5. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business & Special Business of the Notice.

16. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed at the Annual General Meeting held on 16<sup>th</sup> July, 2022.
17. The Company's shares are listed at Bombay Stock Exchange.
18. Instructions for e-voting and joining the AGM are as follows:

#### **A. VOTING THROUGH ELECTRONIC MEANS**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members to exercise their right to vote at 31st Annual General Meeting of the Company by electronic means through remote e-voting facility provided by Link Intime India Private Limited ('Link Intime'). Members who are holding shares in physical or dematerialized form as on June 26, 2023 shall exercise their vote by electronic means.
2. The voting period begins on Wednesday June 28, 2023 (09:00 a.m.) to Friday, June 30, 2023 (05:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date June 26, 2023 may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter.
3. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., June 26, 2022 may obtain the login ID and password by sending an email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) by mentioning their Folio No./DP ID.
4. The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
5. The details of the process and manner for remote e-voting are explained herein below:

#### **Remote e-Voting Instructions for shareholders, pursuant to SEBI circular dated December 9, 2020:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:**

<u>Type of Shareholders</u>	<u>Login Method</u>
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL viz... <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ol>

<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>



**Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME / Non-Individual Shareholders holding securities in demat mode is given below**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
  - ▶ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
    - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
    - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
    - D. **Bank Account Number:** Enter your Bank Account Number (lastfour digits), as recorded with your DP/Company.
  - Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
  - Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
  - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - ▶ Click “confirm” (Your password is now generated).
2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

### **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

### **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Clickon 'Submit'.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
- User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgottenthe password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".
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### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

► Select the "Company" and 'Event Date' and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 digit client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request from Saturday, June 24th 2023 to Tuesday, June 27th 2023 with the RTA on the e-mail ID [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) / [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or

through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

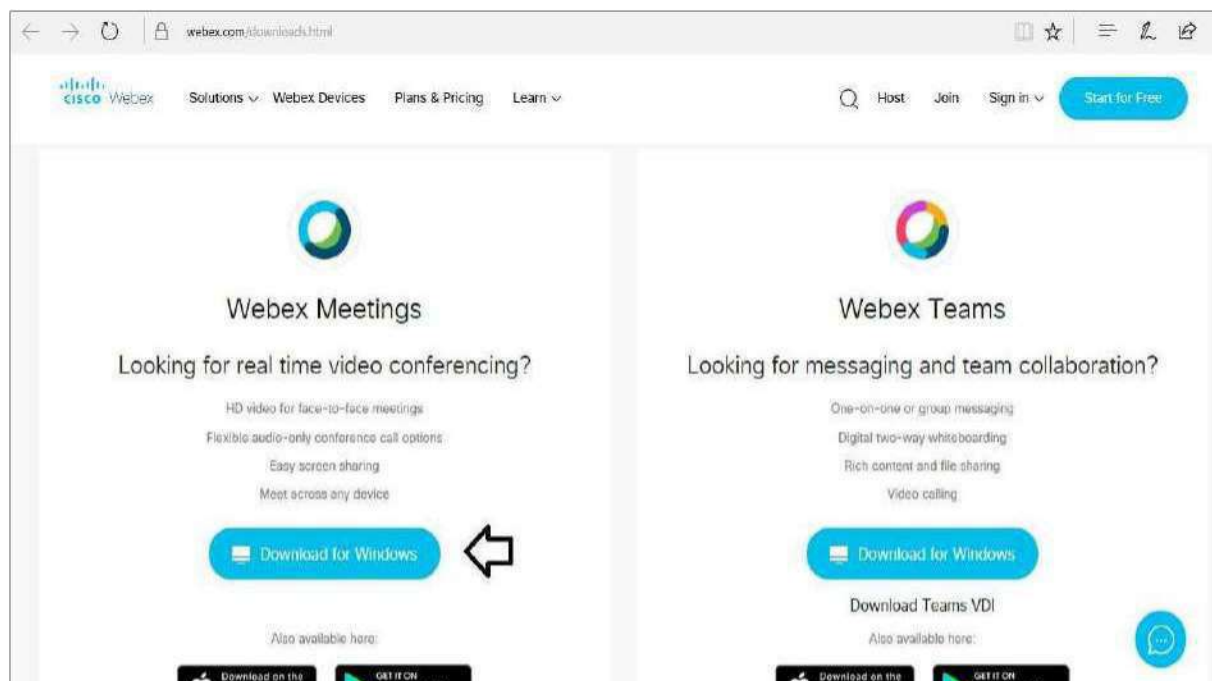
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**InstaVote Support Desk**  
**Link Intime India Private Limited**

**Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



Step 1  
Double-click the webexapp.msi file you downloaded

Step 2  
The Webex Meetings setup wizard will launch. Follow the instructions to set up.

Step 3  
Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.

What do you want to do with webexapp.msi (88.1 MB)?  
From: akaniac@cs.webex.com

Run Save Cancel

Step 1  
Double-click the webexapp.msi file downloaded

Step 3  
Once installed app will launch automatically.

To open the app double-click the Webex Meetings icon on your

Cisco Webex Meetings - InstallShield Wizard

Welcome to the InstallShield Wizard for Cisco Webex Meetings

The InstallShield® Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.

WARNING! This program is protected by copyright law and international treaties.

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Step 1  
Double-click the webexapp.msi file downloaded

Step 3  
Once installed app will launch automatically.

Cisco Webex Meetings - InstallShield Wizard

License Agreement

Please read the following license agreement carefully.

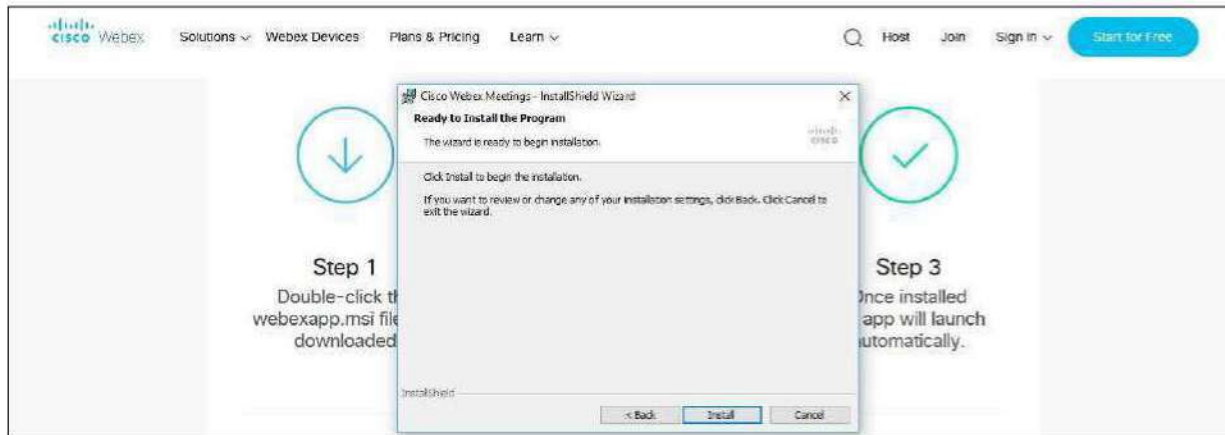
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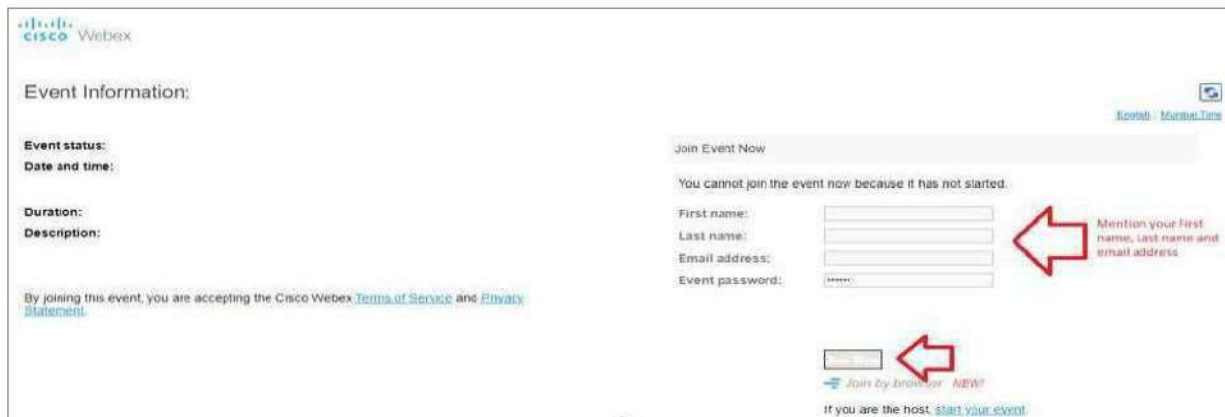
InstallShield

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b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <a href="#">Run a temporary application</a> .  Click on <a href="#">Run a temporary application</a> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



### General Instructions:

- a. The voting rights of members shall be in proportion to their shares in the paid-up equity sharecapital of the Company as on the cut-off date i.e. June 26, 2023. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. June 26, 2023 only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.
- b. CS Hemang Mehta, Proprietor, H.M. Mehta & Associates, Practicing Company Secretaries (Membership No. FCS 4965) has been appointed as the Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.
- c. The Scrutinizer shall within 48 hours of conclusion of the meeting submit a consolidated

scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

- d. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.smtgrinders.com](http://www.smtgrinders.com) and communicated to the BSE Limited.

**INSTRUCTIONS FOR SHAREHOLDERS FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS ARE AS FOLLOWS:**

**i. Temporary Registration for Demat shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their website [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a Member may send an e-mail to Link Intime at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

**On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.**

**ii. Permanent Registration for Demat Shareholders:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant ("DP") by following the procedure prescribed by the DP.

**iii. Registration of email id for Shareholders holding physical shares:**

The Members of the Company holding Equity Shares of the Company in physical Form and who Have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their website [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query, a Member may send an e-mail to Link Intime at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

**iv. Registration of Bank Details for Physical Shareholders:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their website [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, email id along with the copy of the cheque leaf with the first named Shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a Member may send an email to Link Intime at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.



## **EXPLANATORY STATEMENT FOR RESOLUTION NO. 5**

Since Mr. Hemandra Jayantilal Badani, was appointed as a Managing Director for a term of 5 years with effect from 08th February, 2020 by the members at the 28th Annual General Meeting held on 07th September, 2020.

Pursuant to Section 196(3)(a) of the Companies Act, 2013, "No company shall appoint or continue the employment of any person as managing director, whole-time director or manager who — is below the age of twenty-one years or has attained the age of seventy years: Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;"

The Board considers the continuation of Mr. Hemandra Jayantilal Badani on same terms and conditions to be beneficial to the interests of the Company, considering his long experience and the services being rendered by him and commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

By the order of Board of Directors

For **SOLITARE MACHINE TOOLS LIMITED**

Sd/-

Raman Prajapat

Company Secretary and Compliance Officer

Date- 20/05/2023

Place- Vadodara

**Regd. Office:**

A-24/25, Krishna Industrial Estate, Gorwa, Vadodara – 390016, Gujarat, India.

**Details of Directors seeking appointment/ re-appointment/ continuation with appointment at the 31st Annual General Meeting pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India**

Name of Director	Mr. Ashok J Sheth	Ms. Shilpa Taneja	Mr. Hemandra Jayantilal Badani
Age	75	53	70
Date of Appointment	Original Date of Appointment – 10/09/1987	Original Date of Appointment – 10/09/1987	Original Date of Appointment – 31/01/2015 Appointed as MD on 08/02/2020 to 08/02/2025
Expertise in specific functional area/brief resume	Mr. Ashok J. Sheth has completed his B.S. (Mechanical Engineering) from University of Oklahoma, USA. He has an experience of 53 years in the field of machine tools. He took charge as the Chairman and Managing Director of Solitaire Machine Tools Ltd. in the year 2010.	Ms. Shilpa Taneja operates an advertising agency in Mumbai and has an extensive experience in the field of marketing and management.	Mr. Hemandra J. Badani has done his Bachelors in Commerce from St. Xavier's College, Kolkata. He has extensive knowledge in the field of machine automation and computer programming gained through an experience of over 48 years in this field. At Solitaire, he mainly focuses on PLC and CNC related programming and troubleshooting. Besides technical contribution, he is also looking after Administration and Human Resources
Qualification	B.S. (Mechanical Engineering)	Master of Business Administration (MBA)	Bachelors in Commerce (B.com)
No. of Equity shares held in the Company	725314	4903	2100
Directorship in other Listed Entities and Membership of Committees of the Board	NIL	NIL	NIL
Directorship in other Unlisted	NIL	Ellora Design Private Limited	Metal Perforation Private Limited

Entities and Membership/Chairmanship of Committees of the Board		Adventure Advertising Private Limited	
Number of Meetings of the Board Attended during the year	5	5	5
Relationship between Directors inter se, Manager and other Key Managerial Personnel.	NIL	NIL	Mr. Hemandra Badani is father of Mr. Harsh Badani who is a Whole Time Director of Solitaire Machine Tools Limited
Terms and conditions of appointment/re-appointment	Liable to retire by Rotation	Liable to retire by Rotation	Liable to retire by Rotation
Remuneration Last drawn	Rs. 15,31,584/-	NIL	Rs. 14,79,560/-