



## Solitaire Machine Tools Limited

(CIN : L28932MH1967PLC013747)

Registered Office: Shop 3-A, Floor- Bas, Plot 731, Part 3, Arun Chamber, Pandit Madan Mohan Malviya Marg, Tardeo, Mumbai - 400034

E-mail: sales@smtgrinders.com, Website: www.smtgrinders.com, Phone: 022-66602156

### NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of Solitaire Machine Tools Limited will be held on Tuesday 30<sup>th</sup> July, 2019 at Hotel Gold Coins, 6, Arun Chambers, Next to A.C. Market, Tardeo Road, Mumbai, 400034 at 03.00 p. m. to transact the following business:

#### ORDINARY BUSINESS

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

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2019 and Report of the Directors and Auditors thereon.

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

To approve and declare dividend recommended by the Board for the Financial Year ended March 31, 2019.

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

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

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

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

#### SPECIAL BUSINESS

##### **Item No. 5- Regularisation of Additional (Non-Executive & Independent) Director Mr. Bharat V Shah as Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force), the consent of the members be and are hereby accorded for regularization of appointment of Mr. Bharat V Shah (DIN- 08392598) who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as Additional (Non-Executive and Independent) Director of the Company in their meeting held on 20<sup>th</sup> April, 2019 and who holds office till the conclusion of this Annual General meeting and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act; as the Independent Director of the Company for a period of five years w.e.f. 20<sup>th</sup> April, 2019 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

##### **Item No. 6- Regularisation of Additional (Non-Executive & Independent) Director Mr. Nilam M Patel as Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force), the consent of the members be and are hereby accorded for regularization of appointment of Mr. Nilam M Patel (DIN- 00852577) who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as Additional (Non-Executive and Independent) Director of the Company in their meeting held on 20<sup>th</sup> April, 2019 and who holds office till the conclusion of this Annual General meeting and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act; as the Independent Director of the Company for a period of five years w.e.f. 20<sup>th</sup> April, 2019 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

**Item No. 7- Regularisation of Additional (Non-Executive & Independent) Director Ms. Nishita G Rajput as Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force), the consent of the members be and are hereby accorded for regularization of appointment of Ms. Nishita G Rajput (DIN- 08392556) who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as Additional (Non-Executive and Independent) Director of the Company in their meeting held on 20<sup>th</sup> April, 2019 and who holds office till the conclusion of this Annual General meeting and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act; as the Independent Director of the Company for a period of five years w.e.f. 20<sup>th</sup> April, 2019 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

**Item No. 8- Regularisation of Additional (Non-Executive & Independent) Director Ms. Kesha K Thakkar as Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force), the consent of the members be and are hereby accorded for regularization of appointment of Ms. Ms. Kesha K Thakkar (DIN- 08439863) who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as Additional (Non-Executive and Independent) Director of the Company in their meeting held on 18<sup>th</sup> May, 2019 and who holds office till the conclusion of this Annual General meeting and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act; as the Independent Director of the Company for a period of five years w.e.f. 18<sup>th</sup> May, 2019 and shall not be liable to retire by rotation

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

By the order of Board of Directors

For **SOLITARE MACHINE TOOLS LIMITED**

Sd/-

Barkha Arora  
Company Secretary and Compliance Officer

Date-18/05/2019  
Place- Vadodara

**Notes:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (the “Meeting”) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Members are requested to inform immediately of any change in their address to the Company's Registered Office or M/s Link Intime India Private Limited, Mumbai, quoting their registered folio number. Shareholders holding shares in dematerialized form shall address their communication to their respective depository participant only.
4. In terms of Section 152 of the Act, Mr. Ashok J Sheth and Ms. Shilpa Taneja Directors, retire by rotation at the Meeting and being eligible, offer themselves for reappointment. Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments.
5. Mr. Ashok J Sheth and Ms. Shilpa Taneja are interested in the Ordinary resolutions set out at Item No. 3 and 4 respectively, of the Notice regarding their re-appointment. 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 set out under Item Nos. 1 to 4 of the Notice.
6. 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 29<sup>th</sup> July, 2017.
7. All communication in respect to the shares be addressed to share transfer agent “Link Intime India Private Limited” at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083.
8. The Register of Members and Share transfer Books will remain closed from Wednesday, 24<sup>th</sup> July, 2019 to Tuesday, 30<sup>th</sup> July, 2019 (both days inclusive).

9. Any queries regarding Accounts should be communicated in writing at the Registered office of the company at least seven days in advance before the date of Annual General meeting.
10. The Company's shares are listed at Mumbai and Vadodara Stock Exchanges.
11. Electronic copy of the Notice of the 27<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 27<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. **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.**
13. **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 27<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited.
  - II. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
  - III. The voting period begins on July 27, 2019 at 10.00 am and ends on July 29, 2019 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 23, 2019 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

**The instructions for e-voting are as under:**

- i. Log-in to e-Voting website of Link Intime India Private Limited (LIPL) by visiting the e-voting system of LIPL at the following URL: <https://instavote.linkintime.co.in>.
- ii. Click on "Login" tab, available under 'Shareholders' section.
- iii. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- iv. Your User ID details are given below:
  - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
  - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
- v. Your Password details are given below:  
If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:  
Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm. (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.)

<b>For Shareholders holding shares in Demat Form or Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with depository Participant or in the Company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above-mentioned details are not recorded with the depository participants or Company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).</li> </ul>

If the above-mentioned details are not recorded with the depository participants or Company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv). If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any Company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address; Password will be sent to the shareholder's registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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.)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the Company, you choose to vote.

- vii. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

- viii. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

- ix. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.

- x. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

- xi. You can also take the printout of the votes cast by you by clicking on "Print" option on the voting page.

- xii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LI IPL: <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.

- xiii. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

- xiv. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- xv. In case the shareholders have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

**xvi. General Instructions:**

- a. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. July 23, 2019. 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. July 23, 2019 only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- b. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date of July 23, 2019, may obtain the login ID and password by sending a request at [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or calling on 022-49186000.
- c. Mrs. Amruta Oke, Partner, Oke Thakkar & Associates, Practicing Company Secretaries (Membership No. ACS 22615) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
- e. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, not later than three days from the conclusion of the e-voting period.
- IV. 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 and Vadodara Stock Exchange.

### **Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013.**

As required by section 102 (1) of The Companies Act, 2013 the following statement sets out all material facts relating to the Special Business under item No. 6 to 8 mentioned in the accompanying Notice and should be taken as forming part of it.

#### **Item No. 5**

Mr. Bharat Vadilal Shah (DIN- 08392598) was appointed as an Additional (Non-Executive and Independent) Director of the Company by the Board on the recommendation of the Nomination and Remuneration Committee in their meeting held on 20<sup>th</sup> April, 2019. In accordance with the provisions of section 161 of the Companies Act, 2013 he will hold office till the conclusion of next Annual General Meeting. As per the recommendation of Nomination and Remuneration Committee, the Board is considering the regularization of appointment of Mr. Bharat Vadilal Shah (DIN- 08392598) from Additional (Non-Executive and Independent) Director to Independent Director of the Company for a period of five years w.e.f. 20<sup>th</sup> April, 2019.

Accordingly, in terms of the requirements of provisions of Companies Act, 2013 approval of members of the Company is required for regularization of Mr. Bharat V Shah as Independent Director.

Brief profile of Mr. Bharat V Shah is given below for the reference of the members.

Mr. Bharat V Shah has an experience of over 40 years as an Entrepreneur & innovator for manufacturing of electrical motors. He is an Electrical Engineer from IIT Mumbai and worked initially for Siemens India Ltd. He has been associated with the Defence Department of India in development of special purpose motors for first nuclear submarine built in India. He is now retired and offers consultancy to various organizations for improving electrical efficiency.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Bharat V Shah declaring that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions for appointment as an Independent Director as specified in the Act.

None of the Directors / Key Managerial Personnel of the Company/ their relatives except Mr. Bharat V. Shah are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board places the above resolution before the Members for their approval as being the Ordinary Resolution.

#### **Item No. 6**

Mr. Nilam Madhubhai Patel (DIN- 00852577) was appointed as an Additional (Non-Executive and Independent) Director of the Company by the Board on the recommendation of the Nomination and Remuneration Committee in their meeting held on 20<sup>th</sup> April, 2019. In accordance with the provisions of section 161 of the Companies Act, 2013 he will hold office till the conclusion of next Annual General Meeting. As per the recommendation of Nomination and Remuneration Committee, the Board is considering the regularization of appointment of Mr. Nilam Madhubhai Patel (DIN- 00852577) from Additional (Non-Executive and Independent) Director to Independent Director of the Company for a period of five years w.e.f. 20<sup>th</sup> April, 2019.

Accordingly, in terms of the requirements of provisions of Companies Act, 2013 approval of members of the Company is required for regularization of Mr. Nilam M Patel as Independent Director.

Brief profile of Mr. Nilam M Patel is given below for the reference of the members.

He is an Engineer by qualification and Builder by profession with a rich experience of 40 years specializing mainly in Industrial Buildings. He has built number of Industrial buildings in and around Vadodara. He is also associated with the Architecture College, Vidyanagar in the capacity of Honorary Director for over 10 years and is working actively and voluntarily for the betterment and improvement of the College.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Nilam M Patel declaring that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions for appointment as an Independent Director as specified in the Act.

None of the Directors / Key Managerial Personnel of the Company/ their relatives except Mr. Nilam M Patel are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board places the above resolution before the Members for their approval as being the Ordinary Resolution.

#### **Item No. 7**

Ms. Nishita Gulabsingh Rajput (DIN- 08392556) was appointed as an Additional (Non-Executive and Independent) Director of the Company by the Board on the recommendation of the Nomination and Remuneration Committee in their meeting held on 20<sup>th</sup> April, 2019. In accordance with the provisions of section 161 of the Companies Act, 2013 she will hold office till the conclusion of next Annual General Meeting. As per the recommendation of Nomination and Remuneration Committee, the Board is considering the regularization of appointment of Ms. Nishita Gulabsingh Rajput (DIN- 08392556) from Additional (Non-Executive and Independent) Director to Independent Director of the Company for a period of five years w.e.f. 20<sup>th</sup> April, 2019.

Accordingly, in terms of the requirements of provisions of Companies Act, 2013 approval of members of the Company is required for regularization of Ms. Nishita Rajput as Independent Director.

Brief profile of Ms. Nishita Rajput is given below for the reference of the members.

She is an active Social worker working profoundly for the betterment of poor children. With her commendable efforts she has succeeded to send over 10,000 children to the School providing them their Right to Education. Not only this she also helps almost 155 old age people who live alone and have no one in this world to take care of by providing them their meals daily.

She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from Ms. Nishita Rajput declaring that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, she fulfils the conditions for appointment as an Independent Director as specified in the Act.

ion of the Board, she fulfils the conditions for appointment as an Independent Director as specified in the Act.

None of the Directors / Key Managerial Personnel of the Company/ their relatives except Ms. Nishita Rajput are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board places the above resolution before the Members for their approval as being the Ordinary Resolution.

**Item No. 8**

Ms. Kesha Kirit Thakkar (DIN- 08439863) was appointed as an Additional (Non-Executive and Independent) Director of the Company by the Board on the recommendation of the Nomination and Remuneration Committee in their meeting held on 18<sup>th</sup> May, 2019. In accordance with the provisions of section 161 of the Companies Act, 2013 she will hold office till the conclusion of next Annual General Meeting. As per the recommendation of Nomination and Remuneration Committee, the Board is considering the regularization of appointment of Ms. Kesha Kirit Thakkar (DIN- 08439863) from Additional (Non-Executive and Independent) Director to Independent Director of the Company for a period of five years w.e.f. 18<sup>th</sup> May, 2019.

Accordingly, in terms of the requirements of provisions of Companies Act, 2013 approval of members of the Company is required for regularization of Ms. Kesha Thakkar as Independent Director.

Brief profile of Ms. Kesha Thakkar is given below for the reference of the members.

She is a commerce graduate with an experience of over 7 years in Audit and Finance sector. Currently working with Niyogin Fintech limited in Mumbai as the Credit Manager. She has a great understanding in reading and analysing Financial Statements, Notes of Accounts, Audit Reports etc.

She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from Ms. Kesha Thakkar declaring that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, she fulfils the conditions for appointment as an Independent Director as specified in the Act.

None of the Directors / Key Managerial Personnel of the Company/ their relatives except Ms. Kesha Thakkar are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board places the above resolution before the Members for their approval as being the Ordinary Resolution.

By the order of Board of Directors  
For **SOLITARE MACHINE TOOLS LIMITED**

Sd/-  
Barkha Arora  
Company Secretary and Compliance Officer

Date-18/05/2019  
Place- Vadodara

**Regd. Office:**  
Shop 3-A, Floor- Bas, Plot 731, Part 3, Arun Chamber, Pandit Madan Mohan Malviya Marg, Tardeo, Mumbai - 400034



**Solitaire Machine Tools Limited**

(CIN: L28932MH1967PLC013747)

Regd. Office: Shop 3-A, Floor- Bas, Plot 731, Part 3, Arun Chamber, Pandit Madan Mohan Malviya Marg, Tardeo, Mumbai - 400034

Email: sales@smtgrinders.com, Website: http://www.smtgrinders.com, Phone: 022- 66602156.

**ATTENDANCE SLIP**

**27<sup>th</sup> ANNUAL GENERAL MEETING ON 30<sup>th</sup> July, 2019**

<b>Registered Folio/ DP ID &amp; Client ID</b>	
<b>Name and address of the shareholder(s)</b>	
<b>Joint Holder 1 Joint Holder 2</b>	

I/We hereby record my/our presence at the 27<sup>th</sup> Annual General Meeting of the Company at Gold Coins, 6, Arun Chambers, Next to A.C. Market, Tardeo Road, Mumbai, 400034 at Tuesday, 30<sup>th</sup> July, 2019 at 03:00 p.m.

Member's Folio/DP ID/Client ID No.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

- Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

**ELECTRONIC VOTING PARTICULARS**

Event	User ID	*Default PAN/ Sequence No.
190088		

\*Only Members who have not updated their PAN with the Company / Depository Participant shall use the default PAN in the PAN Field

Note: Please read the instructions printed under the Note No.13 to the Notice of 27<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> July, 2019. The Voting period starts from 10.00 a.m. on Saturday, 27<sup>th</sup> July, 2019 and ends at 5.00 p.m. on Monday, 29<sup>th</sup> July, 2019. The voting module shall be disabled by LIPL for voting thereafter..

Note : PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

**Solitaire Machine Tools Limited**

(CIN: L28932MH1967PLC013747)

Regd. Office: Shop 3-A, Floor- Bas, Plot 731, Part 3, Arun Chamber, Pandit Madan Mohan Malviya Marg, Tardeo, Mumbai - 400034

Email: sales@smtgrinders.com, Website: http://www.smtgrinders.com, Phone: 022- 66602156.

**PROXY FORM ( MGT – 11 )**

**27<sup>th</sup> ANNUAL GENERAL MEETING ON 30<sup>th</sup> July, 2019**

I/We being a member(s) of ..... Shares of the above named Company hereby appoint:

- (1) Name ..... Address.....  
 Email Id:..... Signature..... or failing him;
- (2) Name ..... Address.....  
 Email Id:..... Signature..... or failing him;
- (3) Name ..... Address.....  
 Email Id:..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27<sup>th</sup> Annual General Meeting of members of the Company, to be held on Tuesday, 30<sup>th</sup> July, 2019 at Gold Coins, 6, Arun Chambers, Next to A.C. Market, Tardeo Road, Mumbai, 400034 of the Company at 03:00 p.m., and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

- Adoption of Financial Statements for the year ended March 31, 2019.
- Approval of Dividend for the financial year 2018-19
- Re-appointment of Mr. Ashok J Sheth, who retires by rotation
- Re-appointment of Ms. Shilpa Taneja, who retires by rotation.
- Regularization of Mr. Bharat Shah, Additional non-executive & independent director as Independent Director
- Regularization of Mr. Nilam Patel, Additional non-executive & independent director as independent Director.
- Regularization of Ms. Nishita Rajput, Additional non-executive & independent director as independent Director
- Regularization of Ms. Kesha Thakkar, Additional non-executive & independent director as independent Director.

Signed this ..... day of..... 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, 48 hours before the commencement of the Meeting. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27<sup>th</sup> Annual General Meeting.