



KIRI AND ASSOCIATES
PRACTISING COMPANY
SECRETARIES

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**Scrutinizer's Report on Remote e-voting & voting by InstaPoll conducted at the
30th Annual General Meeting of Solitaire Machine Tools Limited held at on July 16th 2022**

29th July, 2022

To, Chairman

Solitaire Machine Tools Limited,

Registered office: Shop 3'A, Floor Bas, Plot 731, Part 3, Arun Charnber,
Pandit Madan Mohan Malviya Marg, Tardeo, Mumbai 400034.

Dear Sir,

Sub: Consolidated Scrutinizer Report on Remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management & Administration) Rules 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015 and Remote E-voting at the 30th Annual General Meeting of Solitaire Machine Tools Limited held on Saturday, 16th July, 2022 at 11 a.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

I, Reshma Kiri, Practicing Company Secretary, was appointed as a Scrutinizer by the Board of Directors of Solitaire Machine Tools Limited ("The Company") at the Board Meeting held on June 1st, 2021, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote E-voting as well as electronic voting at 30th Annual General Meeting of Solitaire Machine Tools Limited, Saturday, 16th July, 2022 at 11 a.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

In view of the massive outbreak of covid-19 pandemic, social distancing is a norm to be followed. The Annual General Meeting of the company was held on Saturday, 16th July, 2022 at 11 a.m. through two-way Video Conferencing (VC) or other audio visual means ('OAVM') and the voting for items had been transacted as per Notice to this AGM was only through remote electronic voting process and electronic voting (remote) during the AGM, in compliance with applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, and the General Circular No.14/2020 dated April 8, 2020, the General Circular no.17/2020 dated April 13, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder on account of the threat posted by covid-19" and General Circular no.20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through Video conferencing (VC) or other audio visual means (OAVM)" all issued by the Ministry of Corporate Affairs, Government of India (the MCA Circulars) and Regulation 44 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (Listing regulations) read with circular dated May12, 2020 in relation to

📍 E/303, Shyamal Arcade, Nr. Vaishali Farm, Vasna Bhayli Road, Vadodara-391410



"Additional Relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015- Covid-19 pandemic". The Venue for the AGM was place from where the chairman of the Board conducted the meeting.

Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2021-22 was sent in electronic form only to those members whose email addresses are registered with the Company/ Depositories. The Notice calling 30th AGM had been uploaded on website of the Company at <http://www.smtgrinders.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.

Since this AGM was held pursuant to the MCA Circulars through VC or OAVM, physical attendance of members had been dispensed with. Accordingly, in terms of the above mentioned circulars, the facility for appointment of proxies by members were also dispensed with.

Members attending the meeting through VC or OAVM had been counted for the purpose of reckoning the Quorum under section 103 of the Companies Act 2013.

The Notice dated 30th May, 2022 along with the statements setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the resolutions proposed at the AGM of the Company.

The Company has availed e-voting facility offered by Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited for conducting remote e-voting by the shareholders of the Company.

The Shareholders of the Company holding shares as on the Cut-off date of Saturday, 9th July, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The Voting Period for remote e-voting commenced on the on Wednesday, July 13, 2022 (09:00 a.m.) and ended on Friday, July 15, 2022 (05:00 p.m.) and e-voting platform was blocked in due time. After the closure of the voting at the AGM the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

The Vote cast under remote e-voting facility was thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data provided by M/s. Link Intime India Private Limited.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to the remote e-voting and the casting through electronic voting at the meeting on resolution contained in the notice of AGM.

My responsibility as scrutinizer for remote e-voting and voting conducted through electronic voting at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.



Based on the results made available to me, 18 Members have cast their votes through Remote e-voting platform and 5 Members have cast their votes by means of e-voting at the AGM. The AGM was closed at 12:30 p.m. I submit herewith Annexure I as prescribed by SEBI for a consolidated Result and an Additional Report.

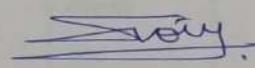
Thanking you,
Yours Faithfully

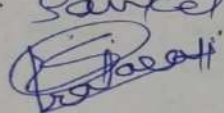

Reshma Kiri
Kiri and Associates
Company Secretaries
Cp No. 20459
ACS 54902

KIRI & ASSOCIATES
ACS : 54902
CP : 20459
VADODARA
COMPANY SECRETARIES

Date: 29/07/2022
UDIN: A054902D000708940

Witnesses:

1. Name: Shahil Kiri
Signature 
PAN CHAPK1085R

2. Name: Santel - profgopat
Signature 
PAN

CYDPP1550P

Format for Voting Results

Date of AGM	16 th July 2022
Total no of Shareholders on record date/cut off date	3985
No of Shareholders present in the meeting either in person or through proxy	NA
Promoters and Promoter group	NA
Public	
No of shareholders attended the meeting through two-way video conferencing (VC) or other Audio-visual means (OAVM)	22
Promoters and promoters group	8
Public	14

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				1 - Adoption of Financial Statements for the FY 2021-22				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2051821	767643	37.4128	767643	0	100.0000	0.0000
	Poll		5700	0.2778	5700	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2051821	773343	37.6906	773343	0	100.0000	0.0000
Public-Institutions	E-Voting	187080	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	187080	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	2303275	2048	0.0889	2003	45	100.0000	0.0000
	Poll		2460	6.9967	2460	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2303275	4508	0.1957	4463	45	100.0000	0.0000
Total	Total	4542176	777851	17.1251	777806	45	100.0000	0.0000



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				2 - Declaration of dividend of 12% viz. Re. 1.20 per share.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2051821	767643	37.4128	767643	0	100.0000	0.0000
	Poll		5700	0.2778	5700	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2051821	773343	37.6906	773343	0	100.0000	0.0000
Public-Institutions	E-Voting	187080	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	187080	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	2303275	2048	0.889	2048	0	100.0000	0.0000
	Poll		2460	0.1068	2460	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2303275	4508	0.1957	4508	0	100.0000	0.0000
Total	Total	4542176	777851	17.1251	777851	0	100.0000	0.0000



Resolution (3)								
Resolution required: (Ordinary / Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					Yes			
Description of resolution considered					3 - Re-appointment of director Mr. Hemandra J Badani (DIN:00143330) who is retiring by rotation.			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2051821	767643	37.4128	767643	0	100.0000	0.0000
	Poll		5700	0.2778	5700	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2051821	773343	37.6906	773343	0	100.0000	0.0000
Public- Institutions	E-Voting	187080	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	187080	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2303275	2048	0.0889	2048	0	100.0000	0.0000
	Poll		2460	0.1068	2460	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2303275	4508	0.1957	4508	0	100.0000	0.0000
Total	Total	4542176	777851	17.2151	777851	0	100.0000	0.0000



Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				4 - Re-appointment of director Mr. Harsh Badani (DIN: 02282965), who is retiring by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	2051821	767643	37.4128	767643	0	100.0000	0.0000
	Poll		5700	0.2778	5700	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2051821	773343	37.6906	773343	0	100.0000	0.0000
Public- Institutions	E-Voting	187080	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	187080	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2303275	2048	0.0889	2048	0	100.0000	0.0000
	Poll		2460	0.1068	2460	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2329111	4508	0.1957	4508	0	100.0000	0.0000
Total	Total	4542176	777851	17.1251	777851	0	100.0000	0.0000



Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				5 - To appoint M/s K.C. Mehta & Co., Chartered Accountants as Statutory auditors of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2051821	767643	37.4128	767643	0	100.0000	0.0000
	Poll		5700	0.2778	5700	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2051821	773343	37.6906	773343	0	100.0000	0.0000
Public- Institutions	E-Voting	187080	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	187080	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2303275	2048	0.0889	2048	0	100.0000	0.0000
	Poll		2460	0.1068	2460	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2329111	4508	0.1957	4508	0	100.0000	0.0000
Total	Total	4542176	777851	17.1251	777851	0	100.0000	0.0000



Additional Report

SOLITAIRE MACHINE TOOLS LIMITED

Registered office: Shop 3'A, Floor Bas, Plot 731, Part 3, Arun Charnber,
Pandit Madan Mohan Malviya Marg, Tardeo, Mumbai 400034.

ORDINARY BUSINESS:

Resolution No.1 Adoption of Audited Financial Statements for the year ended 31st March, 2022, together with the Reports of Board of Directors and Auditors thereon.

(i) Voted in **Favour** of the Resolution:

Number of Members Voted	Number of Valid Votes cast by Them	% of total number of valid votes cast
23	777806	99.99

(ii) Voted **Against** the Resolution

Number of Members Voted	Number of Valid Votes cast by Them	% of total number of valid votes cast
1	45	0.0058

(iii) **Invalid** Votes

Number of Members whose votes were declared invalid	Number of invalid Valid Votes cast by them
0	0

Resolution No.2 Declaration of dividend of 12% viz. Re. 1.20 per share.

(i) Voted in **Favour** of the Resolution:

Number of Members Voted	Number of Valid Votes cast by Them	% of total number of valid votes cast
23	777851	100

(ii) Voted **Against** the Resolution

Number of Members Voted	Number of Valid Votes cast by Them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Number of Members whose votes were declared invalid	Number of invalid Valid Votes cast by them
0	0



Resolution No.3 Re-appointment of director Mr. Hemandra J Badani (DIN: 00143330), who is retiring by rotation.

(i) Voted in Favour of the Resolution:

Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
23	777851	100

(ii) Voted Against the Resolution

Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid Valid Votes cast by them
0	0

Resolution No.4 Re-appointment of director Mr. Harsh Badani (DIN: 02282965), who is retiring by rotation.

(i) Voted in Favour of the Resolution:

Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
23	777851	100

(ii) Voted Against the Resolution

Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid Valid Votes cast by them
0	0

Resolution No.5 To appoint M/s K.C. Mehta & Co., Chartered Accountants as Statutory auditors of the Company.

(i) Voted in Favour of the Resolution:

Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
23	777851	100



(ii) Voted Against the Resolution

Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid Valid Votes cast by them
0	0

