

Date: 21/08/2024

To,

National Stock Exchange  
Exchange Plaza, Plot No.C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400051

SYMBOL: HOLMARC

ISIN: INE0LXA01019

Dear Sir/Madam,

**Sub: Summary of Proceedings of 32<sup>nd</sup> Annual General Meeting**

In accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”), we are pleased to submit the summary of proceedings of the 32<sup>nd</sup> Annual General Meeting of the Company held on August 21<sup>st</sup>, 2024, at 3.30 P.M at Conference Hall, First Floor, The Kerala State Small Industries Association (KSSIA), HMT Industrial Estate, Kalamassery, Kanayanoor Taluk, Ernakulam, Kerala – 683503.

The results of the matters that were put to vote, as required under Regulation 44(3) of Listing Regulations will be submitted separately.

Please take the above information on record.



Mailing Address

Door No. 37/386, Manath Tower  
Opp. Kalamassery Police Station  
Changampuzha Nagar P.O, Kochi  
Kerala, India, Pin - 682033



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Thanking You

Yours Faithfully,

For Holmarc Opto-Mechatronics Limited

Vallath Parvathy

Company Secretary and Compliance Officer



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## Summary of proceedings of the 32<sup>nd</sup> Annual General Meeting (AGM) of Holmarc Opto-Mechatronics Limited

The 32<sup>nd</sup> AGM of the Members of Holmarc Opto-Mechatronics Limited ('the Company') was held on Wednesday, August 21<sup>st</sup>, 2024 at 3.30 p.m. (IST) at Conference Hall, First Floor, The Kerala State Small Industries Association (KSSIA), HMT Industrial Estate, Kalamassery, Kanayanoor Taluk, Ernakulam, Kerala - 683503.

The following Board members were present at the meeting:

Name	Designation
Mr. Jolly Cyriac	Managing Director
Mr. Ishach Sainuddin	Whole-time Director and CFO
Mr. AR Satheesh	Independent Director
Mr. Reji Zachariah	Independent Director
Mr. Sajeev PG	Independent Director
Ms. Tracy TC	Independent Director
Ms. Anju Poullose Maliyakkal	Independent Director
Ms. Jaya Jolly	Whole-time Director
Mr. G Unnikrishna Kurup	Whole-time Director
Mr. Jayagosh US	Whole-time Director

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Mr. Sanjaykumar VR	Whole-time Director
Mr. Abdul Rasheed AK	Whole-time Director
Mr. Jim Jose P	Whole-time Director
Mr. Lijo George	Whole-time Director
Mr. PM Muhammed Shafi	Whole-time Director

The details of number of shareholders present in the meeting are as follows:

Category	Promoter and Promoter Group	Public	Total
Number of shareholders present	06	08	14

The representatives of Statutory Auditors M/s G. Joseph & Associates, Chartered Accountants and Secretarial Auditors, SVJS and Associates, Practising Company Secretaries, Cochin were also present.

Mr. Jolly Cyriac, Chairman of the Board, chaired the proceedings of the AGM. After ascertaining from the Company Secretary that the requisite quorum was present at the AGM, the chairman called the meeting to order. Chairman confirmed that the 32<sup>nd</sup> Annual General Meeting of the Company is duly constituted in accordance with the Companies Act, 2013 and the Articles of Association of the Company.



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Mr. G Unnikrishna Kurup, Whole-time Director of the Company welcomed the members to the meeting and introduced the Board members and chairpersons of Board committees.

Thereafter, the chairman addressed the members of the Company and gave an overview of the Company's performance and its future outlook.

He welcomed the representatives from statutory auditors and secretarial auditors.

Chairman informed the members that the statutory Registers and the documents as mentioned in the Notice of the meeting are available for inspection and will be accessible throughout the meeting. With the permission of the members present, chairman took the Notice of the meeting along with the report of Auditors on the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024, being already circulated as read. Chairman further informed that the Auditor's report on the financial statements for the financial year ended 31<sup>st</sup> March 2024, did not have any qualifications, observations, comments or other remarks. He further informed that the Secretarial Audit Report contains a qualification and Ms. Parvathy V, Company Secretary and Compliance officer read out the said qualification and management's reply to the same.

Thereafter, the Company secretary informed the members regarding the polling process. She informed that:

- i. As per Companies Act, 2013, remote e-voting by the shareholders for all the resolutions mentioned in the Notice of meeting was conducted from 9.00 A.M., Sunday, 18th August 2024 to 5.00 P.M., Tuesday, 20th August 2024 at, as required under the Law.
- ii. The Members who have not cast their vote by remote e-voting may exercise the vote by ballot paper.



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- iii. The scrutinizer will compile the votes cast today and the votes casted through the remote e-voting facility and submit the report to Chairman. These results will be published by the Company not later than 2 days of conclusion of this meeting on the website of stock exchange and website of the Company.

Thereafter, brief on the following items as set out in the Notice convening the 32<sup>nd</sup> Annual General Meeting were read out by the Company Secretary:

Sl.No	Items	Type of Resolution
	<b>ORDINARY BUSINESS</b>	
1.	To receive, consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended 31st March, 2024 including Balance Sheet as at 31st March, 2024 and the Profit and Loss Account for the year ended on that date along with schedules and Notes forming part of Accounts and Cash Flow Statement, as audited and reported by the auditors of the Company, the Audit Report and the Report of Board of Directors to the shareholders.	Ordinary Resolution
2.	To Declare final Dividend of Rs.0.4/- per share for the Financial Year ended 31st March, 2024.	Ordinary Resolution
3.	To appoint a Director in place of Mr. Pottekkattu Muhammed Muhammed Shafi (DIN: 09257403), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
4.	To appoint a Director in place of Mr. Vellachalil Ramakrishnan Sanjaykumar (DIN:	Ordinary Resolution



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	09257141), who retires by rotation and being eligible, offers himself for re-appointment.	
	<b>SPECIAL BUSINESS</b>	
5.	To Approve Re-appointment of Mr. Jolly Cyriac (DIN: 00409364), as Managing Director of the Company and Revision of Terms and Conditions of his appointment.	Special Resolution
6.	To Approve Re-appointment of Mr. Ishach Sainuddin (DIN: 00409402), as Whole-Time Director of the Company and Revision of Terms and Conditions of his appointment.	Special Resolution
7.	To Approve revision of terms and conditions of appointment of Ms. Jaya Jolly (DIN: 09723618), Whole-Time Director of the Company.	Special Resolution
8.	To Approve revision of terms and conditions of appointment of Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598), Whole-Time Director of the Company.	Special Resolution
9.	To Approve revision of terms and conditions of appointment of Mr. Jayagosh Unni Srmbikkal (Din: 09257206), Whole-Time Director of the Company.	Special Resolution
10.	To Approve re-appointment of Mr. Vellachalil Ramakrishnan Sanjaykumar (DIN: 09257141) as Whole-Time Director of the Company and revision of terms and conditions of his appointment.	Special Resolution
11.	To Approve re-appointment of Mr. Abdul Rasheed Aledath Kochunni (DIN: 09257188)	Special Resolution



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	as Whole-Time Director of the Company and revision of terms and conditions of his appointment.	
12.	To Approve Re-Appointment of Mr. Jim Jose Punnackal Josey (DIN: 09257264) as Whole-Time Director of the Company and revision of terms and conditions of his appointment.	Special Resolution
13.	To Approve Re-Appointment of Mr. Lijo George (DIN: 09257355) as Whole-Time Director of the Company and revision of terms and conditions of his appointment.	Special Resolution
14.	To Approve Re-Appointment of Mr. Pottekkattu Muhammed Muhammed Shafi (DIN: 09257403) as Whole-Time Director of the Company and Revision of Terms and Conditions of his appointment.	Special Resolution

Since Mr. Jolly Cyriac was interested in the items no. 5 and 7, he entrusted Mr. Ishach Sainuddin, Whole-time Director and CFO of the Company to conduct the proceedings of the said items.

The text of the resolutions along with explanatory statements, as provided in the notice circulated to the Members, was taken as read with the permission of members.

Then the chairman provided fair opportunity to the members of the Company present in the meeting to seek clarifications and offer comments to the items of the business and the Annual Report of the Company and the same were adequately answered/clarified by the Chairman.

Post the question-and-answer session, the chairman thanked the members for attending the meeting and for their co-operation and authorized Ms. Parvathy V,



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Company Secretary and Compliance officer to carry out the voting process and conclude the Meeting.

The secretarial team carried out the voting procedure. Members were shown the empty ballot box and locked and sealed the empty ballot box in the presence of members.

Then the eligible members were requested to cast their votes on the resolutions contained in the AGM notice using ballot paper and to deposit the duly filled ballot paper in the ballot box.

The meeting concluded at 4.30 PM.



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