

Date: 27-08-2025

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: Notice of the 33rd Annual General Meeting (AGM) of the Company for the FY 2024-25.

With reference to the above subject and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III, we are enclosing herewith Notice of the 33rd Annual General Meeting of the Company scheduled to be held on Saturday, 20th day of September, 2025, 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 said Notice forms part of the Annual Report 2024-25 of Company and is available on the website of the Company at https://www.holmarc.com/pdf/annual_report_2024_2025.pdf

The schedule of the AGM is set out below:

Event	Date	Time
Cut-off date to vote on AGM resolutions	Saturday, 13 th September 2025	-
Record Date for payment of dividend	Saturday, 13 th September 2025	-
Commencement of E-voting period	Wednesday, 17 th September 2025	09.00 AM
End of E-voting period	Friday, 19 th September 2025	05.00 PM
Annual General Meeting (AGM)	Saturday, 20 th September 2025	3.30 PM

**Mailing Address**Door No. 37/386, Manath Tower
Opp. Kalamassery Police Station
Changampuzha Nagar P.O, Kochi
Kerala, India, Pin - 68203391 484 295 3780
91 484 295 3781

sales@holmarc.com

www.holmarc.com**Business Hours**

Monday to Saturday : 9.00am - 5.00pm

Connect with us on

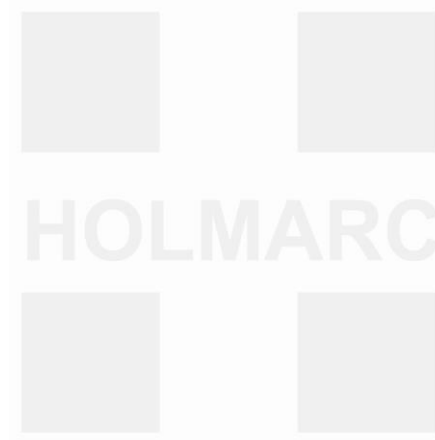


Kindly take the above information on records and disseminate.

Thanking you,

For **Holmarc Opto-Mechatronics Limited**

Vallath Parvathy
Company Secretary and Compliance Officer
ACS: A53057



Mailing Address

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



91 484 295 3780
91 484 295 3781



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NOTICE OF THE 33RD ANNUAL GENERAL MEETING OF THE COMPANY

NOTICE OF THE 33RD ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the **33RD ANNUAL GENERAL MEETING (AGM)** of the Members of **HOLMARC OPTO-MECHATRONICS LIMITED** (“the Company”) will be held on **SATURDAY, 20TH SEPTEMBER 2025 at 3.30 pm** at Conference Hall, First Floor, The Kerala State Small Industries Association (KSSIA), HMT Industrial Estate, Kalamassery, Kanayanoor Taluk, Ernakulam, Kerala - 683503 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025, including the Balance Sheet as at 31st March 2025 and the Statement of Profit and Loss for the year ended on that date, along with the schedules and Notes forming part of the Accounts and the Cash Flow Statement, as audited and reported by the Auditors of the Company, and the Reports of the Board of Directors and the Auditors to the shareholders and to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March 2025, comprising of the Balance Sheet as at 31st March 2025 and the Statement of Profit and Loss for the year ended on that date along with the schedules and Notes forming part of the Accounts and the Cash Flow Statement, as audited and reported by the Auditors of the Company, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To declare final dividend of Rs. 0.4/- (Forty paise only) per equity share for the financial year ended 31st March 2025 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** dividend at the rate of Rs. 0.4/- (Forty paise only) i.e., 4% per equity share of Rs. 10/- each fully paid-up of the Company, as recommended by the Board of Directors at its meeting held on 26th May 2025, be and is hereby declared for the financial year ended 31st March, 2025 and the same be paid out of the profits of the Company.”

3. To appoint a director in place of Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598), who retires by rotation and, being eligible for re-appointment, offers himself for reappointment, be and

is hereby re-appointed as a Whole- Time Director of the Company liable to retire by rotation”.

4.To appoint a director in place of Mr. Jayagosh Unni Srambikkal (DIN: 09257206), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jayagosh Unni Srambikkal (DIN: 09257206), who retires by rotation and, being eligible for re-appointment, offers himself for reappointment, be and is hereby re-appointed as a Whole- Time Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

5. TO APPROVE RE-APPOINTMENT OF MS. JAYA JOLLY (DIN: 09723618) AS WHOLE - TIME DIRECTOR OF THE COMPANY.

To Consider and, if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), subject to provisions of Articles of Association and such other approvals, permission and sanctions of such other authorities and/or agencies as may be required in this regard, and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of Members of the Company be and is hereby accorded for re-appointment of Ms. Jaya Jolly (DIN: 09723618) as Whole -Time Director of the Company for a period of 5 (five) years with effect from 26th September 2025 until 25th September 2030 on the following terms and conditions :

I	Salary: Rs. 1,10,000/- per month. An Annual Increment will be effective from 1 st April of each year, which shall be decided by the Board based on the recommendation of the Nomination and Remuneration committee and will be performance- based and taking into account Company’s performance as well, within a limit of 25% yearly increment.
II	Variable Performance Bonus not exceeding one month salary.
III	No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
IV	She shall be liable to retire by rotation.
V	Contribution to provident Fund, superannuation Fund or Annuity Fund, to the extent these, either singly or put together are not taxable under the Income Tax Act, 1961, subject to the age limit or any other conditions specified by the law.
VI	Gratuity payable at the rate not exceeding one half a month’s salary for each completed year of service.
VII	Reimbursement of entertainment expenses and all other costs, charges and expenses actually and properly incurred in the course of business of the Company shall be allowed.
VIII	Leave with full pay and allowances shall be allowed as per the Company’s Rules.
IX	Encashment of Leave at the end of the financial year.

X	The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.
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“RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Ms. Jaya Jolly (DIN: 09723618) in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the shareholders and central Government, if required.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

6. TO APPROVE CONTINUATION OF MR. GOPALA KURUP UNNIKRISHNA KURUP (DIN: 07622598) AS WHOLE - TIME DIRECTOR OF THE COMPANY WHO HAS ATTAINED THE AGE OF SEVENTY YEARS.

To Consider and, if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 196, 197, 198 and 203 and other applicable provisions read with Schedule V of Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and as recommended by the Nomination Remuneration committee and approved by the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded, for the continuation of tenure of Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598) as whole-time director, who was appointed by way of special resolution at the Extra-ordinary General Meeting held on 17th August 2021, for a period of five years and who had already attained the age of 70 years.”

**For and on behalf of the Board of Directors of
HOLMARC OPTO-MECHATRONICS LIMIED**

**SD/-
Jolly Cyriac
Managing Director
(DIN: 00409364)**

Kalamassery

19/08/2025

Notes

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto. The information regarding the directors, who are proposed to be re-appointed/seeking re-appointment, is also annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 (forty eight) hours before the commencement of the meeting. In case, the Proxy fails to do so, the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly filled, signed and stamped, not later than 48 (forty eight) hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of body corporates must be supported by an appropriate resolution / letter of authority, as applicable.
3. Corporate/Institutional Members intending to send their authorised representatives to attend the AGM and vote on their behalf, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting. In case of remote e-voting the authorisation in respect of representative(s) of the Corporate/Institutional Members shall be received by the company on or before close of e-voting.
4. The Final Dividend for the financial year ended 31st March, 2025, as recommended by the Board, if approved at the AGM, will be paid within 30 days from the date of declaration to those Members whose name appears in the Register of Members of the Company as per the list provided by NSDL & CDSL in respect of shares held in electronic form as on the record date 13th September 2025.
5. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for dividend payment. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, MICR (Magnetic Ink Character Recognition), IFS Code etc to their Depository Participant for making necessary changes.
6. The Company has sent out a separate e-mail communication informing the Members regarding the relevant procedure to be adopted by the Members to avail the applicable tax rate as per the Income Tax Act, 1961.
7. As per the provisions of Sections 124 and 125 of the Companies Act, 2013, and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, dividends that remain unpaid or unclaimed for a period of seven (7) years are required to be transferred to the Investor Education and Protection Fund (IEPF).
8. The detailed dividend history, along with due dates for transfer to IEPF and details of unpaid or unclaimed amounts lying with the Company as on 31st March, 2025, are available on the Company's website at: <https://holmarc.com/dividend.php> and also on the Ministry of Corporate Affairs (MCA) website.

9. Members who have not claimed their dividend for the years mentioned therein are requested to make their claim to the Company at cs@holmarc.com or to the Registrar & Share Transfer Agents of the Company at kandhimathi@cameoindia.com.
10. The Notice of the Annual General Meeting (AGM) along with the Annual Report for the financial year 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Depositories, unless any Member has requested for a physical copy of the same. A copy of the notice of the AGM along with the Annual Report is also available for download on the website of the Company https://holmarc.com/annual_report.php. Members of the Company holding shares as on BENPOS date i.e., 22nd August 2025 will receive Annual Report for the financial year 2024-25. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), physical copy of the Annual Report is required to be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the financial year 2024-25, may write to the Company at cs@holmarc.com, requesting for the same by providing their shareholding details. A person who is not a Member as on the cut-off date i.e., 13th September 2025 should treat this Notice for information purposes only.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice and the Explanatory statement, if any, will be available for inspection by the Members during business hours at the Registered Office of the company from the date of circulation of this Notice up to the date of AGM and also during the AGM. Members seeking to inspect such documents can send an e-mail to cs@holmarc.com.
12. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before 12th September 2025 by sending e-mail on cs@holmarc.com to enable the Management to keep full information ready on the date of AGM.
13. Members are requested to quote their DP ID / Client ID in all correspondence with the Company / Registrar and Share Transfer Agent.
14. Members/ proxies should bring the attendance slips duly filled in for attending the meeting. The Proxies should carry their identity proof i.e. a Pan Card / Aadhaar card / Passport / Driving License.
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2015, the Company is providing to its Members, facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means ("e-voting"). For this purpose, the Company has entered into an agreement with CDSL, as the authorised agency for facilitating voting through electronic means. Members of the Company as on cut-off date which is 13th September 2025 may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting") through the remote e-Voting platform provided by CDSL. The e-Voting shall commence on September 17th, 2025 at 09.00 AM (IST) and shall end on September 19th, 2025 at 05.00 PM (IST). The remote e-voting module shall be disabled by CDSL thereafter. The facility for voting by ballot or polling paper shall be made available at the meeting and Members of the Company as of cut-off date, attending the meeting who has not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.



CDSL e-Voting System – For Remote e-voting**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- (i) The voting period begins on September 17th, 2025 at 09.00 AM (IST) and shall end on September 19th, 2025 at 05.00 PM (IST). During this period, shareholders of the Company as on the cut-off date 13th September 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>



	<p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Access through CDSL e-Voting system in case of non-individual shareholders in demat mode.

Login method for Remote e-Voting for **shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on “Shareholders” module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

After entering these details appropriately, click on “SUBMIT” tab.

Shareholders will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Click on the EVSN for the relevant <Company Name> on which you choose to vote.

On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation

box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address cs@holmarc.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

17. The Board of Directors have appointed CS Sreekumar PS, Partner, SVJS & Associates, Prac-

tising Company Secretaries (CP No:8067), Cochin as the Scrutinizer to scrutinize the remote e-voting process as well as voting during the AGM in a fair and transparent manner.

18. The Scrutiniser shall, after the conclusion of e-Voting at the 33rd AGM, first unblock the votes cast through remote e-Voting and thereafter consolidate the votes cast through remote e-Voting and those cast at the AGM. The scrutiniser shall then make a consolidated scrutiniser's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorised by him, within 48 (forty eight) hours from the conclusion of the 33rd AGM, who shall then countersign and declare the result of the voting forthwith.
19. The voting results of AGM declared along with Scrutinizer Report shall be placed on the Company's website <https://holmarc.com> & also on the website of the CDSL within 48 hours of conclusion of the Meeting and be also communicated to NSE where the shares of the company are listed.
20. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date 13th September 2025. A person, whose name is recorded in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through ballot paper.
21. Registrar and Transfer Agents of the Company is **M/s. CAMEO CORPORATE SERVICES LTD.** The address of Registrars and Transfer Agents of the Company is as follows:

M/s. CAMEO CORPORATE SERVICES LTD
"Subramanian Building"
#1, Club House Road
Chennai -600002, India

Contact Person: Ms Kanthimathi J
Tel: +91-44-40020700, 28460390
Email: cameo@cameoindia.com

22. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.

For and on behalf of the Board
For HOLMARC OPTO-MECHATRONICS LIMITED

SD/-
Jolly Cyriac
Managing Director
(DIN: 00409364)

Kalamassery
19/08/2025



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013 (“the Act”), the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 05: TO APPROVE RE-APPOINTMENT OF MS. JAYA JOLLY (DIN: 09723618) AS WHOLE - TIME DIRECTOR OF THE COMPANY.

Ms. Jaya Jolly is the spouse of Mr. Jolly Cyriac, Promoter and Managing Director of the Company, and belongs to the promoter group. Her present term of office as Whole - Time Director expires on 25th September 2025. The Nomination and Remuneration Committee and Board of Directors, at their respective meetings held on 06th March 2025 and 07th March 2025 decided to propose the re-appointment of Ms. Jaya Jolly as Whole -Time Director of the Company for a period of five years with effect from 26th September 2025.

The Nomination and Remuneration Committee and the Board have recommended her office to be liable to retire by rotation. This change is consequent to the reduction in the number of directors on the Board and is intended to ensure compliance with the statutory requirement regarding the minimum number of directors liable to retire by rotation.

Details to be disclosed as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto as Annexure A and forms part of this Notice of the Meeting.

She satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 and also conditions set out under Section 196(3) of the Act for her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, she has given her consent for the said re-appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing her candidature. This explanatory statement and the resolution at Item No. 5 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

Ms. Jaya Jolly and Mr. Jolly Cyriac spouse of Ms. Jaya Jolly are interested in the Resolutions set out in Item No.5. None of the other Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the proposed resolutions, except to their equity holdings and Directorships in the Company, if any.

The Board of Directors hereby recommends the resolution set out in item no. 05 in this Notice for your approval as a Special Resolution.

Item No. 06: TO APPROVE CONTINUATION OF MR. GOPALA KURUP UNNIKRISHNA KURUP (DIN: 07622598) AS WHOLE - TIME DIRECTOR OF THE COMPANY WHO HAS ATTAINED THE AGE OF SEVENTY YEARS.

Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598) was appointed as the Whole-time Director of the Company, for a term of five years, effective from 17th August 2021, through a special resolution passed at the Extra-Ordinary General Meeting of the Company held on the same date. At the time of appointment, he had already attained the age of 77 years, and in compliance with Section 196(3)(a) of the Companies Act, 2013, the said appointment beyond the age of 70 years were approved by the shareholders by way of special resolution.

As per the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, he is liable to retire by rotation and, being eligible, has offered himself for re-appointment. Since Mr. Gopala Kurup Unnikrishna Kurup is above the age of 70 years, the approval of the members by way of a special resolution is being sought for the continuation of his appointment as Whole-Time Director. All other terms and conditions of his appointment including perquisites and benefits etc shall remain same to the extent approved by the members of the Company.

Details to be disclosed as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto as Annexure A and forms part of this Notice of the Meeting.

None of the Directors or Key Managerial Personnels or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors hereby recommends the resolution set out in item no. 06 in this Notice for your approval as a Special Resolution.

For and on behalf of the Board
For **HOLMARC OPTO-MECHATRONICS LIMITED**

SD/-
Jolly Cyriac
Managing Director
(DIN: 00409364)

Kalamassery
19/08/2025

Annexure - A

Additional information of Director seeking appointment/ re-appointment as required under Regulation 36(3) of the Listing Regulation, 2015 and applicable Secretarial Standards and Schedule V of the Companies Act, 2013:

Name of Director	Gopala Kurup Unnikrishna Kurup	Jaya Jolly
DIN	07622598	09723618
Date of Birth	06-04-1945	22/05/1970
Age	80	55
Date of first appointment on the Board	17-08-2021	26/09/2022
Qualification	<ul style="list-style-type: none"> • Bachelor of Commerce from Kerala University in the year 1966. • Master of Commerce from Kerala University in the year 1968. • Post Graduate Diploma in Business Management from Annamalai University in the year 1983. 	<ul style="list-style-type: none"> • Bachelor of Commerce from University of Calicut in the year 1990. • Master of Commerce from Madurai Kamaraj University in the year 1992.
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	<p>He is the Whole Time Director of our company. He has been on the Board of Directors of our Company since August 17, 2021. He holds Degree of Master of Commerce from Kerala University and Post Graduate Diploma in Business Management from Annamalai University. He has more than 50 years of experience in diversified fields.</p> <p>He has worked with M/s. The Fertilisers and Chemicals Travancore Limited (FACT), A Government of India Enterprise; in their Marketing Division, Caprolactam Division and FACT Engineering and Design Organization (FEDO). He has served FACT for 35 years at different levels. He was a member of FACT Lalitha Kala Kendra, Management Representative of FACT Sports Association, Horti Agricultural Society and FACT Co-operative Society. After his retirement in 2003, he joined with M/s. Marine Hydrocolloids,</p>	<p>Ms. Jaya Jolly holds a Master's degree in Commerce from Madurai Kamaraj University. She currently serves as the company's director. She joined Holmarc in 2016 and became a full-time director in 2022.</p> <p>Ms. Jaya Jolly is a direct, capable, and committed leader passionate about empowering women. She spearheads the team responsible for verifying and validating bills and vouchers for all purchase expenses and also plays a crucial role in inventory management. She is instrumental in optimizing and preserving order in Holmarc's procurement and inventory departments.</p>

	<p>Manufacturer of Agar Agar, Kochi as their General Manager. He was involved in the import of Seaweed and export of Agar Agar. He went for a training in seaweed cultivation and processing. In 2006, he joined M/s. Mereena Group, Manufacturer of Thinners, Wood Finishes and Auto Finishes. In 2007, he joined HOLMARC and his dynamism and experience helped us to grow.</p> <p>He is a social worker. He worked with Amritanandamayi Ashram in forming Self Help Group among fishermen family after tsunami. He was one among the team members in rescue operation during the flood in 2018 and rehabilitation of flood victims. He was a part time faculty member of the Cochin Chapter of ICWA.</p>	
Experience	57 years of Experience in diversified fields.	9 years of Experience
Disclosure of relationships between directors inter-se and KMP	NA	Spouse of Managing Director- Mr. Jolly Cyriac
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil	Nil

No. of Shares held in the Company	Nil	3,600 Shares
No. of Board meetings attended during last Financial Year	04 meetings	03 Meetings
Terms and conditions of appointment	<p>Salary: Rs. 1,10,000/- per month. An Annual Increment will be effective from 1st April of each year, which shall be decided by the Board based on the recommendation of the Nomination and Remuneration committee and will be performance- based and taking into account Company's performance as well, within a limit of 25% yearly increment. Variable Performance Bonus not exceeding one month salary.</p> <p>Travelling allowance amounting to Rs. 25,000 per month.</p> <p>No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.</p> <p>He shall be liable to retire by rotation.</p> <p>Reimbursement of entertainment expenses and all other costs, charges and expenses actually and properly incurred in the course of business of the Company shall be allowed.</p> <p>The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable."</p>	<p>I. Salary: Rs. 1,10,000/- per month. An Annual Increment will be effective from 1st April of each year, which shall be decided by the Board based on the recommendation of the Nomination and Remuneration committee and will be performance- based and taking into account Company's performance as well, within a limit of 25% of yearly increment.</p> <p>II. Variable Performance Bonus not exceeding one month salary.</p> <p>III. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.</p> <p>IV. She shall be liable to retire by rotation.</p> <p>V. Contribution to provident Fund, superannuation Fund or Annuity Fund, to the extent these, either singly or put together are not taxable under the Income Tax Act, 1961, subject to the age limit or any other conditions specified by the law. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable."</p> <p>VI. Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service.</p>

		<p>VII. Reimbursement of entertainment expenses and all other costs, charges and expenses actually and properly incurred in the course of business of the Company shall be allowed.</p> <p>VIII. Leave with full pay and allowances shall be allowed as per the Company's Rules.</p> <p>IX. Encashment of Leave at the end of the financial year.</p> <p>X. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.</p>
Remuneration last drawn	Rs. 16,00,000 per Annum	Rs.13,00,000 per Annum.
Information as required under Circular No. NSE/CML/2018/02 dated June 20, 2018 issued by the NSE	The appointing Director is not debarred from holding office of director by virtue of any SEBI order or any other such authority	The appointing Director is not debarred from holding office of director by virtue of any SEBI order or any other authority

Form No. MGT-11

Proxy form

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

CIN : U33125KL1993PLC006984

Name of the Company : HOLMARC OPTO-MECHATRONICS LIMITED

Registered office : BUILDING NO. 11 / 490, B7, HMT INDUSTRIAL ESTATE, KALA-
MASSERY, KANAYANOR TALUK,
ERNAKULAM -683503

Name of the Member(s):

Registered address:

E-mail Id:

Client Id/DP ID:

I/ We being the member(s) of Holmarc Opto – Mechatronics Limited, holding
shares, hereby appoint

1. Name :

Address :

E-mail Id:

Signature:, or failing him/her

2. Name :

Address :

E-mail Id:

Signature:, or failing him/her

3. Name :

Address :

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of members of the Company, to be held on Saturday, 20th September 2025 at 03.30 PM at Conference Hall, First Floor, The Kerala State Small Industries Association (KSSIA), HMT Industrial Estate, Kalamassery, Kanayanoor Taluk, Ernakulam, Kerala – 683503 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No	Items	For	Against
	ORDINARY BUSINESS		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2025, including the Balance Sheet as at 31 st March 2025 and the Statement of Profit and Loss for the year ended on that date, along with the schedules and Notes forming part of the Accounts and the Cash Flow Statement, as audited and reported by the Auditors of the Company, and the Reports of the Board of Directors and the Auditors to the shareholders.		
2.	To declare final dividend of Rs. 0.4/- (Forty paise only) per equity share for the financial year ended 31 st March 2025.		
3.	To appoint a director in place of Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To appoint a director in place of Mr. Jayagosh Unni Srmbikal (DIN: 09257206), who retires by rotation and being eligible, offers himself for re-appointment.		
	SPECIAL BUSINESS		
5.	To Approve re-appointment of Ms. Jaya Jolly (DIN: 09723618) as Whole -Time Director of the Company for a period of 5 (five) years with effect from 26 th September 2025 until 25 th September 2030.		
6.	To Approve continuation of tenure of Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598) as whole-time director, who was appointed by way of special resolution at the Extra-ordinary General Meeting held on 17 th August 2021, for a period of five years and who had already attained the age of 70 years.		

Signed this day of..... 2025

Please Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note:

1. No instrument of proxy shall be valid unless

a) in the case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorised in writing,

b) in the case of joint holders, it is signed by the shareholder first named in the register or his / her attorney, duly authorised in writing,

c) in the case of a body corporate signed by its officer or an attorney duly authorised in writing.

2. Proxies shall be deposited with the company either in person or through post not later than forty-eight hours before the commencement of the Meeting in relation to which they are deposited and a Proxy shall be accepted even on a holiday if the last date by which it could be accepted is a holiday.

3. No instrument of Proxy shall be valid unless it is duly stamped.

4. The Proxy-holder shall prove his identity at the time of attending the Meeting.

5. Proxies in Blank and Incomplete Proxies

5.1 A Proxy form which does not state the name of the Proxy shall not be considered valid.

5.2 Undated Proxy shall not be considered valid.

5.3 If a company receives multiple Proxies for the same holdings of a Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.

ATTENDANCE SLIP

I/We hereby record my/our presence at the **33rd Annual General Meeting** of Holmarc Opto-Mechanics Limited to be held on Saturday, 20th September, 2025 at 03.30 PM at Conference Hall, First Floor, The Kerala State Small Industries Association (KSSIA), HMT Industrial Estate, Kalamassery, Kanayanoor Taluk, Ernakulam, Kerala – 683503.

Sl No.	Particulars	
01	Name of Member/Proxy Holder (in full)	
02	DP ID	
03	Client ID	
04	No.of Shares held	
05	Father's/Husbands Name	
06	Address as Registered with the Company	
07	Member's/Proxy's Signature	

Notes:

1. Members or their proxies are requested to present this form for admission, duly signed.
2. Please strike out whichever is not applicable

Route Map to the Venue of AGM

Google map link - <https://maps.app.goo.gl/Biaef3BcW7aeaQyL8>

