

Date: 29/07/2024

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: Notice of the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company for the FY 2023 - 24.**

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 32<sup>nd</sup> Annual General Meeting of the Company scheduled to be held on Wednesday, 21<sup>st</sup> day of August, 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 said Notice forms part of the Annual Report 2023-24 of the Company and is available on the website of the Company at [https://www.holmarc.com/pdf/annual\\_report\\_2024.pdf](https://www.holmarc.com/pdf/annual_report_2024.pdf).

The schedule of the AGM is set out below:

Event	Date	Time
Cut-off date to vote on AGM resolutions	Tuesday, 13 <sup>th</sup> August 2024	-
Record Date for payment of dividend	Tuesday, 13 <sup>th</sup> August 2024	-
Commencement of E-voting period	Sunday, 18 <sup>th</sup> August 2024	09.00 AM
End of E-voting period	Tuesday, 20 <sup>th</sup> August 2024	05.00 PM
Annual General Meeting (AGM)	Wednesday, 21 <sup>st</sup> August 2024	3.30 PM



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



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



**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**



**sales@holmarc.com**



**www.holmarc.com**

**Business Hours**

Monday to Saturday : 9.00am - 5.00pm

Connect with us on



# Notice of the 32nd annual general meeting of the company

Notice is hereby given that the 32nd Annual General Meeting of the Members of HOLMARC OPTO-MECHATRONICS LIMITED (the "Company") will be held on Wednesday, 21st day of August, 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 to transact the following businesses:

## ORDINARY BUSINESS:

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 Statement of Profit and Loss 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 and the report of Board of Directors and Auditors to the shareholders

"RESOLVED THAT the Audited Annual Financial Statements of the Company comprising of the Balance Sheet and the Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended March 31st, 2024 along with schedules and Notes forming part of Accounts 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/- per equity shares for the financial year ended 31st March 2024.
3. To re-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.
4. To appoint a Director in place of Mr. Vellachalil Ramakrishnan Sanjaykumar (DIN: 09257141), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

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.

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to consents and permissions, if required, the consent of Members of the Company be and is hereby accorded to re-appoint Mr. Jolly Cyriac (DIN: 00409364) as Managing Director of the Company for a period of 5 (five) years with effect from 01/02/2025 and to revise the terms and conditions of his appointment with effect from 01/09/2024 as given below:

- I. Salary: Rs. 1,00,000/- per month with effect from 01/09/2024. 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.
- II. 1% Sales Commission.
- III. Variable Performance Bonus not exceeding one month salary.
- IV. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- V. He shall not be liable to retire by rotation.
- VI. 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.
- VII. One time incentive amounting to Rs. 1,25,000 for the financial year 2024-25.
- VIII. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable."

"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 Mr. Jolly Cyriac (DIN: 00409364) 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 RE-APPOINTMENT OF MR. ISHACH SAINUDDIN (DIN: 00409402) AS WHOLE-TIME DIRECTOR OF THE COMPANY AND REVISION OF TERMS AND CONDITIONS OF HIS APPOINTMENT.**

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to consents and permissions, if required, the consent of Members of the Company be and is hereby accorded to re-appoint Mr. Ishach Sainuddin (DIN: 00409402) as Whole-time Director of the Company for a period of 5 (five) years with effect from 01/02/2025 and to revise the terms and conditions of his appointment with effect from 01/09/2024 as given below:

- I. Salary: Rs. 1,00,000/- per month with effect from 01/09/2024. 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.
- II. 1% Sales Commission.
- III. Variable Performance Bonus not exceeding one month salary.
- IV. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- V. He shall not be liable to retire by rotation.
- VI. 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.

VII. One time incentive amounting to Rs. 1,25,000 for the financial year 2024-25.

VIII. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.”

“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 Mr. Ishach Sainuddin (DIN: 00409402) 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.”

**7. TO APPROVE REVISION OF TERMS AND CONDITIONS OF APPOINTMENT OF MS. JAYA JOLLY (DIN: 09723618), 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to consents and permissions, if required, the consent of Members of the Company be and is hereby accorded to revise the terms and conditions of appointment of Mrs. Jaya Jolly (DIN: 09723618), Whole-time Director of the Company with effect from 01/09/2024 as mentioned below:

- I. Salary: Rs. 1,00,000/- per month with effect from 01/09/2024. 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.
- 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 not 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.
- 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. One time incentive amounting to Rs. 1,25,000 for the financial year 2024-25.
- IX. Leave with full pay and allowances shall be allowed as per the Company's Rules.
- X. Encashment of Leave at the end of the financial year.
- XI. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable."

**“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 Mrs. 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.”

**8. TO APPROVE REVISION OF TERMS AND CONDITIONS OF APPOINTMENT OF MR. GOPALA KURUP UNNIKRISHNA KURUP (DIN: 07622598), 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to consents and permissions, if required, the consent of Members of the Company be and is hereby accorded to revise the terms and conditions of appointment of Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598), Whole-time Director of the Company with effect from

01/09/2024 as mentioned below:

- I. Salary: Rs. 1,00,000/- per month with effect from 01/09/2024. 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.
- II. Variable Performance Bonus not exceeding one month salary.
- III. Travelling allowance amounting to Rs. 25,000 per month.
- IV. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- V. He shall be liable to retire by rotation.
- VI. 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.
- VII. One time incentive amounting to Rs. 2,50,000 for the financial year 2024-25.
- VIII. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.”

**“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 Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598) 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.”

**9. TO APPROVE REVISION OF TERMS AND CONDITIONS OF APPOINTMENT OF MR. JAYAGOSH UNNI SRAMBIKKAL (DIN: 09257206), 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to consents and permissions, if required, the consent of Members of the Company be and is hereby accorded to revise the terms and conditions of appointment of Mr. Jayagosh Unni Srambikkal (DIN: 09257206), Whole-time Director of the Company with effect from



and Rules made thereunder read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to consents and permissions, if required, the consent of Members of the Company be and is hereby accorded to revise the terms and conditions of appointment of Mr. Jayagosh Unni Srambikkal (DIN: 09257206), Whole-time Director of the Company with effect from 01/09/2024 as mentioned below:

- I. Salary: Rs. 1,00,000/- per month with effect from 01/09/2024. 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.
- 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. He shall be liable to retire by rotation.
- V. 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.
- VI. One time incentive amounting to Rs. 1,25,000 for the financial year 2024-25.
- VII. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable."

**"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 Mr. Jayagosh Unni Srambikkal (DIN: 09257206) 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."

**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.**

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to consents and permissions, if required, the consent of Members of the Company be and is hereby accorded to re-appoint Mr. Vellachalil Ramakrishnan Sanjaykumar (DIN: 09257141) as Whole-time Director of the Company for a period of 3 (three) years with effect from 01/02/2025 and to revise the terms and conditions of his appointment with effect from 01/09/2024 as given below:

- I. Salary: Rs. 69,696/- per month with effect from 01/09/2024. 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 10% yearly increment.
- II. 0.2% Sales Commission.
- III. Variable Performance Bonus not exceeding one month salary.
- IV. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- V. He shall be liable to retire by rotation.
- VI. 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.
- VII. Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service.
- VIII. 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.
- IX. One time incentive amounting to Rs. 31,680 for the financial year 2024-25.
- X. Encashment of Leave at the end of the financial year.
- XI. Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Medclaim policy, subject to Rs. 12,000 p.a.
- XII. Leave with full pay and allowances shall be allowed as per the Company's Rules.
- XIII. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable."

“**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 Mr. Vellachalil Ramakrishnan Sanjaykumar (DIN: 09257141) 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.”

**11. TO APPROVE RE-APPOINTMENT OF MR. ABDUL RASHEED ALEDATH KOCHUNNI (DIN: 09257188) AS WHOLE-TIME DIRECTOR OF THE COMPANY AND REVISION OF TERMS AND CONDITIONS OF HIS APPOINTMENT.**

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to consents and permissions, if required, the consent of Members of the Company be and is hereby accorded to re-appoint Mr. Abdul Rasheed Aledath Kochunni (DIN: 09257188) as Whole-time Director of the Company for a period of 3 (three) years with effect from 01/02/2025 and to revise the terms and conditions of his appointment with effect from 01/09/2024 as given below:

- I. Salary: Rs. 70,180/- per month with effect from 01/09/2024. 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 10% yearly increment.
- II. 0.2% Sales Commission.
- III. Variable Performance Bonus not exceeding one month salary.
- IV. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- V. He shall be liable to retire by rotation.

VI. 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.

VII. Gratuity payable at the rate not exceeding one half a month’s salary for each completed year of service.

VIII. 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.

IX. One time incentive amounting to Rs. 31,900 for the financial year 2024-25.

X. Encashment of Leave at the end of the financial year.

XI. Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Mediclaim policy, subject to Rs. 12,000 p.a.

XII. Leave with full pay and allowances shall be allowed as per the Company’s Rules.

XIII. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.”

“**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 Mr. Abdul Rasheed Aledath Kochunni (DIN: 09257188) 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.”

**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.**

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject

to consents and permissions, if required, the consent of Members of the Company be and is hereby accorded to re-appoint Mr. Jim Jose Punnackal Josey (DIN: 09257264) as Whole-time Director of the Company for a period of 3 (three) years with effect from 01/02/2025 and to revise the terms and conditions of his appointment with effect from 01/09/2024 as given below:

- I. Salary: Rs. 69,757/- per month with effect from 01/09/2024. 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 10% yearly increment.
- II. 0.2% Sales Commission.
- III. Variable Performance Bonus not exceeding one month salary.
- IV. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- V. He shall be liable to retire by rotation.
- VI. 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.
- VII. Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service.
- VIII. 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.
- IX. One time incentive amounting to Rs. 31,710 for the financial year 2024-25.
- X. Encashment of Leave at the end of the financial year.
- XI. Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Mediclaim policy, subject to Rs. 12,000 p.a.
- XII. Leave with full pay and allowances shall be allowed as per the Company's Rules.
- XIII. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable."

**"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 Mr. Jim Jose Punnackal Josey (DIN: 09257264) 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."

**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.**

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to consents and permissions, if required, the consent of Members of the Company be and is hereby accorded to re-appoint Mr. Lijo George (DIN: 09257355) as Whole-time Director of the Company for a period of 3 (three) years with effect from 01/02/2025 and to revise the terms and conditions of his appointment with effect from 01/09/2024 as given below:

- I. Salary: Rs. 70,362/- per month with effect from 01/09/2024. 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 10% yearly increment.
- II. 0.2% Sales Commission.
- III. Variable Performance Bonus not exceeding one month salary.
- IV. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- V. He shall be liable to retire by rotation.
- VI. 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.
- VII. Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service.
- VIII. 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.
- IX. One time incentive amounting to Rs. 31,985 for the financial year 2024-25.
- X. Encashment of Leave at the end of the financial



- year.
- XI. Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Medclaim policy, subject to Rs. 12,000 p.a.
  - XII. Leave with full pay and allowances shall be allowed as per the Company's Rules.
  - XIII. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.

“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 Mr. Lijo George (DIN: 09257355) 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.”

**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.**

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder read with Schedule V of the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to consents and permissions, if required, the consent of Members of the Company be and is hereby accorded to re-appoint Mr. Pottekkattu Muhammed Muhammed Shafi (DIN: 09257403) as Whole-time Director of the Company for a period of 3 (three) years with effect from 01/02/2025 and to revise the terms and conditions of his appointment with effect from 01/09/2024 as given below:

- I. Salary: Rs. 70,362/- per month with effect from 01/09/2024. 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 10% yearly increment.

- II. 0.2% Sales Commission.
- III. Variable Performance Bonus not exceeding one month salary.
- IV. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- V. He shall be liable to retire by rotation.
- VI. 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.
- VII. Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service.
- VIII. 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.
- IX. One time incentive amounting to Rs. 31,985 for the financial year 2024-25.
- X. Encashment of Leave at the end of the financial year.
- XI. Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Medclaim policy, subject to Rs. 12,000 p.a.
- XII. Leave with full pay and allowances shall be allowed as per the Company's Rules.
- XIII. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.

“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 Mr. Pottekkattu Muhammed Muhammed Shafi (DIN: 09257403) 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.”

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

Kalamassery  
24/07/2024

**Jolly Cyriac**  
Managing Director  
(DIN: 00409364)

# 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 completed and signed, 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 limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.
3. Corporate 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.
4. The Final Dividend for the financial year ended 31st March, 2024, 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 dated 13th August 2024.
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.
6. 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.
7. The Notice of the Annual General Meeting (AGM) along with the Annual Report for the financial year 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / 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://www.holmarc.com/pdf/annual\\_report\\_2024.pdf](https://www.holmarc.com/pdf/annual_report_2024.pdf)  Members of the Company holding shares as on BENPOS date i.e., Friday, 19th July, 2024 will receive Annual Report for the financial year 2023-24 through electronic mode unless they have requested physical copy of the same.
8. 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 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 upto the date of AGM and also during the AGM. Members seeking to inspect such documents can send an e-mail to [cs@holmarc.com](mailto:cs@holmarc.com).
9. 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 Thursday, August 15th, 2024 at 05.00 pm by sending e-mail on [cs@holmarc.com](mailto:cs@holmarc.com) to enable the Management to keep full information ready on the date of AGM.
10. Members are requested to quote their DP ID / Client ID in all correspondence with the Company / Registrar and Share Transfer Agent.
11. 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.
12. 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.

### **E-Voting: CDSL**

13. 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"). Members of the Company as on cut-off date which is 13th August 2024 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 August 18th, 2024 at 09.00 AM (IST) and shall end on August 20th, 2024 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 also 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 August 18th, 2024 at 09.00 AM (IST) and shall end on August 20th, 2024 at 05.00 PM (IST). During this period, shareholders of the Company as on the cut-off date (record date) 13th August 2024 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. 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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1. 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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	1. 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.
<b>Important note:</b> Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. 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)
Dividend Bank Details OR Date of Birth (DOB)	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
	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.



- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. 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 by the demat holders 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.
- viii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- ix. 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.
- x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi. 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.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv. 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.
- xv. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvi. 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](http://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](mailto: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 favour 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 mandatorily 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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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 22 55 33

14. The Board of Directors have appointed CS Sreekumar PS, Partner, SVJS & Associates, Practising Company Secretaries (Membership No.: F8130), Cochin as the Scrutinizer to scrutinize the remote e-voting process as well as voting during the AGM in a fair and transparent manner.
15. The Scrutiniser shall after the conclusion of e-Voting at the 32nd AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall 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 32nd AGM, who shall then countersign and declare the result of the voting forthwith.
16. 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 Tuesday, 13th August, 2024. 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.
17. 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.

18. Registrar and Transfer Agents:

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**

18. 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**

**Jolly Cyriac**  
Managing Director  
(DIN: 00409364)

Kalamassery  
24/07/2024

# 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 MR. JOLLY CYRIAC (DIN: 00409364) AS MANAGING DIRECTOR OF THE COMPANY AND REVISION OF TERMS AND CONDITIONS OF HIS APPOINTMENT.**

Mr. Jolly Cyriac is the Promoter and Managing Director of our company. His present term of office as Managing Director expires on 31/01/2025. The Board of Directors and Nomination and Remuneration Committee, at their respective meetings held on 24th July 2024 decided to propose the re-appointment of Mr. Jolly Cyriac as Managing Director of the Company for a period of five years with effect from 01/02/2025.

It is also proposed to revise the remuneration and perquisites payable to Mr. Jolly Cyriac with effect from 01/09/2024 and also to include in the terms of payment of remuneration, an Annual Increment which will be effective from 1st April of each year upto the limit set out in the resolution. Hence, revised terms and conditions of appointment as set out in the respective resolution in the AGM Notice is proposed for the approval of shareholders.

The Company is having adequate profits, however, the remuneration proposed to be paid to him is in excess of the maximum limit approved by the members and therefore approval of shareholders is sought for the same.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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 and forms part of this Notice of the Meeting.

He 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 his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, he has given his 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 his candidature.

Upon approval by the members, a separate contract of service or written memorandum will be executed to give effect to the terms of appointment.

Mr. Jolly Cyriac and Ms. Jaya Jolly, spouse of Mr. Jolly Cyriac 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 RE-APPOINTMENT OF MR. ISHACH SAINUDDIN (DIN: 00409402) AS WHOLE-TIME DIRECTOR OF THE COMPANY AND REVISION OF TERMS AND CONDITIONS OF HIS APPOINTMENT.**

Mr. Ishach Sainuddin (DIN: 00409402) is the Promoter and Whole-time Director of our company. He was also designated as the Chief Financial Officer of the Company by the Board of Directors, for a period of three years w.e.f. 28/05/2024 on the existing terms and conditions as Whole-time Director. However, his present term of office as Whole-time Director expires on 31/01/2025.

The Board of Directors and Nomination and Remuneration Committee, at their respective meetings held on 24th July 2024 decided to propose the re-appointment of Mr. Ishach Sainuddin as Whole-time Director of the Company for a period of five years with effect from 01/02/2025.

It is also proposed to revise the remuneration and perquisites payable to Mr. Ishach Sainuddin with effect from 01/09/2024 and also to include in the terms of payment of remuneration, an Annual Increment which will be effective from 1st April of each year upto the limit set out in the resolution. Hence, revised terms and conditions of appointment as set out in the respective resolution in the AGM Notice is proposed for the approval of shareholders.

The Company is having adequate profits, however, the remuneration proposed to be paid to him is in excess of the maximum limit approved by the members and therefore approval of shareholders is sought for the same.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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 and forms part of this Notice of the Meeting.

He 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 his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, he has given his 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 his candidature.

Upon approval by the members, a separate contract of service or written memorandum will be executed to give effect to the terms of appointment.

None of the 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. 06 in this Notice for your approval as a Special Resolution.

**Item No. 07: TO APPROVE REVISION OF TERMS AND CONDITIONS OF APPOINTMENT OF MS. JAYA JOLLY (DIN: 09723618), WHOLE-TIME DIRECTOR OF THE COMPANY.**

The members of the Company, by way of special resolution appointed Ms. Jaya Jolly (DIN: 09723618) as Whole-time Director of the Company in the Annual General Meeting dated 26/09/2022. The members at the Annual General Meeting held on 30/05/2023 had approved her present remuneration.

The Board of Directors and Nomination and Remuneration Committee, at their respective meetings held on 24th July 2024 proposed to revise the remuneration and perquisites payable to Ms. Jaya Jolly with effect from 01/09/2024 and also to include in the terms of payment of remuneration, an Annual Increment which will be effective from 1st April of each year upto the limit set out in the resolution. Hence, revised terms and conditions of appointment as set out in the respective resolution in the AGM Notice is proposed for the approval of shareholders

It is also proposed to revise the remuneration and perquisites payable to Ms. Jaya Jolly with effect from 01/09/2024 and also to include in the terms of payment of remuneration, an Annual Increment which will be effective from 1st April of each year upto the limit set out in the resolution. Hence, revised terms and conditions of appointment as set out in the respective resolution in the AGM Notice is proposed for the approval of shareholders.

The Company is having adequate profits, however, the remuneration proposed to be paid to her is in excess of the maximum limit approved by the members and therefore approval of shareholders is sought for the same.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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 and forms part of this Notice of the Meeting.

Upon approval by the members, a separate contract of service or written memorandum will be executed to give effect to the new terms of appointment.

Ms. Jaya Jolly and Mr. Jolly Cyriac, spouse of Ms. Jaya Jolly, are interested in the Resolutions set out in Item No.7. Other than that, none of the 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. 07 in this Notice for your approval as a Special Resolution.

**Item No. 08: TO APPROVE REVISION OF TERMS AND CONDITIONS OF APPOINTMENT OF MR. GOPALA KURUP UNNIKRISHNA KURUP (DIN: 07622598), WHOLE-TIME DIRECTOR OF THE COMPANY.**

The members of the Company, by way of special resolution appointed Mr. G Unnikrishna Kurup (DIN: 07622598) as Whole-time Director of the Company in the Extra-Ordinary General Meeting dated 17/08/2021 for a period of 5 ( five) years. The members at the Annual General Meeting held on 30/05/2023 had approved his present remuneration.

Mr. G Unnikrishna Kurup has more than 50 years of experience in diversified fields. The Board of Directors and Nomination and Remuneration Committee, after taking into consideration his skills, rich experience, knowledge and contribution, at their respective meetings held on 24th July 2024 proposed to revise the remuneration and perquisites payable to Mr. G Unnikrishna Kurup with effect from 01/09/2024 and also to include in the terms of payment of remuneration, an Annual Increment which will be effective from 1st April of each year upto the limit set out in the resolution. Hence, revised terms and conditions of appointment as set out in the respective resolution in the AGM Notice is proposed for the approval of shareholders.

The Company is having adequate profits, however, the remuneration proposed to be paid to him is in excess of the maximum limit approved by the members and therefore approval of shareholders is sought for the same.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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 and forms part of this Notice of the Meeting.

Upon approval by the members, a separate contract of service or written memorandum will be executed to give effect to the new terms of appointment.

None of the 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. 08 in this Notice for your approval as a Special Resolution.

**Item No. 09: TO APPROVE REVISION OF TERMS AND CONDITIONS OF APPOINTMENT OF MR. JAYAGOSH UNNI SRAMBIKKAL (DIN: 09257206), WHOLE-TIME DIRECTOR OF THE COMPANY.**

The members of the Company, by way of special resolution appointed Mr. Jayagosh Unni Srambikkal (DIN: 09257206) as Whole-time Director of the Company in the Extra-Ordinary General Meeting dated 17/08/2021 5 for a period of 5 ( five) years.



The members at the Annual General Meeting held on 30/05/2023 had approved his present remuneration.

Mr. Jayagosh Unni Srambikkal has more than 35 years of experience in Accounts and Taxation. The Board of Directors and Nomination and Remuneration Committee, after taking into consideration his skills, rich experience, knowledge and contribution, at their respective meetings held on 24th July 2024 proposed to revise the remuneration and perquisites payable to Mr. Jayagosh Unni Srambikkal with effect from 01/09/2024 and also to include in the terms of payment of remuneration, an Annual Increment which will be effective from 1st April of each year upto the limit set out in the resolution. Hence, revised terms and conditions of appointment as set out in the respective resolution in the AGM Notice is proposed for the approval of shareholders.

The Company is having adequate profits, however, the remuneration proposed to be paid to him is in excess of the maximum limit approved by the members and therefore approval of shareholders is sought for the same.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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 and forms part of this Notice of the Meeting.

Upon approval by the members, a separate contract of service or written memorandum will be executed to give effect to the new terms of appointment.

None of the 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. 09 in this Notice for your approval as a Special Resolution.

**Item No. 10 to 14: TO APPROVE RE-APPOINTMENT AND REVISION OF TERMS AND CONDITIONS OF APPOINTMENT OF WHOLE-TIME DIRECTORS.**

The following Executive Directors were appointed by the shareholders by way of special resolution on 25/03/2022 for a period of 3 years with effect from 01st February 2022 to 31st January 2025. Therefore their present term of appointment expires on 31/01/2025. The Board of Directors and Nomination and Remuneration Committee, after taking into consideration their contributions, at their respective meetings held on 24th July 2024 decided to propose the re-appointment of following Executive Directors for a period of 3 years with effect from 01/02/2025 to 31/01/2028:

Sl No	Name of the Director	Current Designation	Re-appointed as	Tenure of Appointment
	Mr. Vellachalil Ramakrishnan Sanjaykumar (DIN: 09257141)	Whole-time director	Whole-time director	3 years with effect from 01/02/2025 to 31/01/2028.
	Mr. Abdul Rasheed Aledath Kochunni (DIN: 09257188)	Whole-time director	Whole-time director	3 years with effect from 01/02/2025 to 31/01/2028
	Mr. Jim Jose Punnackal Josey (DIN: 09257264)	Whole-time director	Whole-time director	3 years with effect from 01/02/2025 to 31/01/2028
	Mr. Lijo George (DIN: 09257355)	Whole-time director	Whole-time director	3 years with effect from 01/02/2025 to 31/01/2028.
	Pottekkattu Muhammed Muhammed Shafi (DIN: 09257403)	Whole-time director	Whole-time director	3 years with effect from 01/02/2025 to 31/01/2028

Further, it is proposed to revise the remuneration and perquisites payable to the aforementioned Executive directors with effect from 01/09/2024 and also to include in the terms of payment of remuneration, an Annual Increment which will be effective from 1st April of each year upto the limit specified in the respective resolutions set out in item nos. 10 to 14.

The Company is having adequate profits, however, the remuneration proposed to be paid them is in excess of the maximum limit approved by the members and therefore approval of shareholders is sought for the same. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. Details of the said directors 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 and forms part of this Notice of the Meeting.

All the aforementioned directors satisfy 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 their re-appointment. They are not disqualified from being appointed as Director in terms of Section 164 of the Act and they have given their 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 their candidature.

Upon approval by the members, a separate contract of service or written memorandum will be executed to give effect to their new terms of appointment.

None of the 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 resolutions set out in item nos. 10 to 14 in this Notice for your approval as a Special Resolution.

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

**Jolly Cyriac**  
Managing Director  
(DIN: 00409364)

Kalamassery  
24/07/2024

# Details of the Directors under Regulation 36 (3) of SEBI (LODR), 2015

Name of Director	Jolly Cyriac	Ishach Sainuddin
DIN	00409364	00409402
Date of Birth	30-05-1965	28-04-1966
Age	59	58
Date of first appointment on the Board	11-02-1993	11-02-1993
Qualifications	Bachelor of Technology (Mechanical) from University of Kerala in the year 1989 Master of Science by Research (Entrepreneurship) from Indian Institute of Technology, Madras in the year 1993	Bachelor of Technology (Mechanical) from University of Kerala in the year 1989
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	<p>He is the Promoter and Managing Director of our company. He has been on the Board of Directors since inception of our Company. He holds Degree of Bachelor of Technology (Mechanical) from University of Kerala and Master of Science by Research (Entrepreneurship) from Indian Institute of Technology, Madras. After completion of Master's Degree, he joined with his classmate Mr. Ishach Sainuddin and promoted our organisation in 1993. His 30 plus years of experience in the industry and the effort to bring in improvements in the Existing products and quest for new products, manufacturing engineering tools for scientific research, industry and education have made us well known in India.</p> <p>His dream is to make this organization a globally acceptable manufacturer of Scientific Research Equipment. His endurance and relentless work pave way for the growth of this organization. A gruelling hour of preparation under his guidance and leadership has demonstrated that we, an Indian Company, can grow and get recognized as a global player. He has adopted a work culture that every employee of our organization is at par in sharing the responsibility which makes them proud of being core of this entity.</p>	<p>He is the Whole Time Director cum Chief Financial Officer of our Company. He has been on the Board of Directors since inception. He has also been re-appointed as Chief Financial Officer on May 28, 2024. He holds a Degree of Bachelor of Technology (Mechanical) from University of Kerala. After completing his Bachelor of Technology (Mechanical), he moved to Bahrain. After 2 years of his foreign assignment, he came back to India and joined Mr. Jolly Cyriac in promoting this organisation and did the entire spade work for bringing up. He has more than 30 years of experience in this industry.</p> <p>He is well versed in each and every aspect of material management. Though an Engineering Graduate, his way of controlling the finance resulted in smooth running of the organization. His control over the financial activities has helped the organization to grow in a faster pace without any stumbling block. His strength in analysing all the events, Whether it is in procurement of raw material, machinery, tools, job work, etc. and smoothening the flow of activities is immensely rich. The success of our organization is its strong foundation on the good faith and belief the Promoters have between the two and they bestow on others.</p>
Disclosure of relationships between directors inter-se and KMP	Spouse of a Whole – Time Director- Ms. Jaya Jolly	NA

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	37,00,800 shares	25,84,800 shares
No. of Board meetings attended during last Financial Year	09 meetings	09 meetings
Terms and conditions of appointment	<p>Salary: Rs. 1,00,000/- per month with effect from 01/09/2024. An Annual Increment will be effective from 1<sup>st</sup> 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>1% Sales Commission.</p> <p>Variable Performance Bonus not exceeding one month salary.</p> <p>No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.</p> <p>He shall not 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>One time incentive amounting to Rs. 1,25,000 for the financial year 2024-25.</p> <p>The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.”</p>	<p>Salary: Rs. 1,00,000/- per month with effect from 01/09/2024. An Annual Increment will be effective from 1<sup>st</sup> 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>1% Sales Commission.</p> <p>Variable Performance Bonus not exceeding one month salary.</p> <p>No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.</p> <p>He shall not 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>One time incentive amounting to Rs. 1,25,000 for the financial year 2024-25.</p> <p>The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.”</p>
Remuneration last drawn	Rs. 6,29,441/- per month	Rs. 6,29,441/- per month
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 such authority

<b>Name of Director</b>	<b>Jaya Jolly</b>	<b>Gopala Kurup Unnikrishna Kurup</b>
DIN	09723618	07622598
Date of Birth	22-05-1970	06-04-1945
Age	54	79
Date of first appointment on the Board	26-09-2022	17-08-2021
Qualifications	Bachelor of Commerce from University of Calicut in the year 1990 Master of Commerce from Madurai Kamaraj University in the year 1992	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
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	<p>She is the Whole Time Director of our company. She has been on the Board of Directors since September 26, 2022. Prior to her directorship, she was associated with our company since 2016. She holds Degree of Bachelor of Commerce from University of Calicut and Master of Commerce from Madurai Kamaraj University. She has more than 7 years of experience in e-commerce and material management.</p> <p>She 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 Company's procurement and inventory departments.</p>	<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 has attended seminars, training programs and conferences and has been member of some of the committees. 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, 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>



Disclosure of relationships between directors inter-se and KMP	Spouse of Managing Director- Mr. Jolly Cyriac	NA
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	3,600 Shares	Nil
No. of Board meetings attended during last Financial Year	09 meetings	07 meetings
Terms and conditions of appointment	<p>Salary: Rs. 1,00,000/- per month with effect from 01/09/2024. 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.</p> <p>Variable Performance Bonus not exceeding one month salary.</p> <p>No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.</p> <p>She shall not be liable to retire by rotation.</p> <p>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.</p> <p>Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service.</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>Salary: Rs. 1,00,000/- per month with effect from 01/09/2024. 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.</p> <p>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>One time incentive amounting to Rs. 2,50,000 for the financial year 2024-25.</p> <p>The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable."</p>

One time incentive amounting to Rs. 1,25,000 for the financial year 2024-25.

Leave with full pay and allowances shall be allowed as per the Company's Rules.

Encashment of Leave at the end of the financial year.

The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.”

Remuneration last drawn	Rs. 75,000/- per month	Rs. 75,000/- per month
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 such authority.

<b>Name of Director</b>	<b>Jayagosh Unni Srambikkal</b>	<b>Vellachalil Ramakrishnan Sanjaykumar</b>
DIN	09257206	09257141
Date of Birth	02-11-1958	10-05-1973
Age	65	50
Date of first appointment on the Board	17-08-2021	02-12-2021
Qualifications	Bachelor of Commerce from Kerala University in the year 1980.  Master of Commerce from Kerala University in the year 1992	National Trade Certificate for Draughtman Mechanical from National Council for Vocational Training in the year 1993
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 a Master's Degree in Commerce from Kerala University. He has more than 35 years of experience in Accounts and Taxation.</p> <p>Before joining HOLMARC, He has worked with M/s. Raghunandan Electronics Limited, Bangalore, Exide Industries Ltd and Jai Hind Travels Private Limited. His experience in VAT, GST and Taxation has helped the Company to go ahead without any taxation problem. He is well versed in Tally ERP. He is efficient in solving all accounting problems including payroll. His endeavour in finalizing the Annual Accounts and feeding the information required by the Management has helped to take very effective decisions.</p>	<p>He is the Whole Time Director of our company. He has been on the Board of Directors of our Company since December 02, 2021. He holds National Trade Certificate for Draughtman Mechanical from National Council for Vocational Training (NCVT). He joined our organization as Design Assistant in the year 1994. He has more than 6 years of experience in Mechanical Design as a Design assistant and 10 years as a production coordinator. He has been elevated to the position of Factory Manager as he is hard working and very much dedicated.</p>
Disclosure of relationships between directors inter-se and KMP	NA	NA
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	Nil
No. of Board meetings attended during last Financial Year	09 meetings	09 meetings

Terms and conditions of appointment	<p>Salary: Rs. 1,00,000/- per month with effect from 01/09/2024. 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.</p> <p>Variable Performance Bonus not exceeding one month salary.</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>One time incentive amounting to Rs. 1,25,000 for the financial year 2024-25.</p> <p>The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.”</p>	<p>Salary: Rs. 69,696/- per month with effect from 01/09/2024. 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 10% yearly increment.</p> <p>0.2% Sales Commission.</p> <p>Variable Performance Bonus not exceeding one month salary.</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>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.</p> <p>Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service.</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>One time incentive amounting to Rs. 31,680 for the financial year 2024-25.</p> <p>Encashment of Leave at the end of the financial year.</p> <p>Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Medclaim policy, subject to Rs. 12,000 p.a.</p> <p>Leave with full pay and allowances shall be allowed as per the Company's Rules.</p> <p>The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.”</p>
Remuneration last drawn	Rs. 75,000/- per month	Rs. 1,74,248/- per month
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 such authority

Name of Director	Abdul Rasheed Aledath Kochunni	Jim Jose Punnackal Josey
DIN	09257188	09257264
Date of Birth	08-05-1981	13-09-1976
Age	43	47
Date of first appointment on the Board	02-12-2021	02-12-2021
Qualifications	Diploma in Electronics Production Technology from State Board of Technical Education, Government of Kerala in the year 2001	Diploma in Electronics Production Technology from State Board of Technical Education, Government of Kerala in the year 1997
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	He is the Whole Time Director of our company. He has been on the Board of Directors of our Company since December 02, 2021. He holds Diploma in Electronics Production Technology from State Board of Technical Education, Government of Kerala. He has more than 20 years of experience in developing embedded systems for scientific and research applications. Currently he heads the functions of the Electronics Research and Development section.	He is the Whole Time Director of our company. He has been on the Board of Directors of our Company since December 02, 2021. He holds Diploma in Electronics Production Technology from State Board of Technical Education, Government of Kerala. He Joined Holmarc in the year 2001 and has 4 years of experience in Holmarc's Electronics Production Department and more than 18 years of experience in Holmarc's marketing and Sales Department. Currently, he heads the Sales Department of our Company.
Disclosure of relationships between directors inter-se and KMP	NA	NA
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	NA	NA
No. of Shares held in the Company	Nil	Nil
No. of Board meetings attended during last Financial Year	9	9



Terms and conditions of appointment	<p>Salary: Rs. 70,180/- per month with effect from 01/09/2024. 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 10% yearly increment.</p> <p>0.2% Sales Commission.</p> <p>Variable Performance Bonus not exceeding one month salary.</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>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.</p> <p>Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service.</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>One time incentive amounting to Rs. 31,900 for the financial year 2024-25.</p> <p>Encashment of Leave at the end of the financial year.</p> <p>Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Mediclaim policy, subject to Rs. 12,000 p.a.</p> <p>Leave with full pay and allowances shall be allowed as per the Company's Rules. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable."</p>	<p>Salary: Rs. 69,757/- per month with effect from 01/09/2024. 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 10% yearly increment.</p> <p>0.2% Sales Commission.</p> <p>Variable Performance Bonus not exceeding one month salary.</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>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.</p> <p>Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service.</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>One time incentive amounting to Rs. 31,710 for the financial year 2024-25.</p> <p>Encashment of Leave at the end of the financial year.</p> <p>Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Mediclaim policy, subject to Rs. 12,000 p.a.</p> <p>Leave with full pay and allowances shall be allowed as per the Company's Rules. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable."</p>
Remuneration last drawn	RS. 1,74,688/-	RS. 1,74,303/-
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 such authority

Name of the Director	Abdul Rasheed Aledath Kochunni	Jim Jose Punnackal Josey
DIN	09257188	09257264
Date of Birth	08-05-1981	13-09-1976
Age	43	47
Date of first appointment on the Board	02-12-2021	02-12-2021
Qualifications	Diploma in Electronics Production Technology from State Board of Technical Education, Government of Kerala in the year 2001	Diploma in Electronics Production Technology from State Board of Technical Education, Government of Kerala in the year 1997
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	He is the Whole Time Director of our company. He has been on the Board of Directors of our Company since December 02, 2021. He holds Diploma in Electronics Production Technology from State Board of Technical Education, Government of Kerala. He has more than 20 years of experience in developing embedded systems for scientific and research applications. Currently he heads the functions of the Electronics Research and Development section	He is the Whole Time Director of our company. He has been on the Board of Directors of our Company since December 02, 2021. He holds Diploma in Electronics Production Technology from State Board of Technical Education, Government of Kerala. He Joined Holmarc in the year 2001 and has 4 years of experience in Holmarc's Electronics Production Department and more than 18 years of experience in Holmarc's marketing and Sales Department. Currently, he heads the Sales Department of our Company.
Disclosure of relationships between directors inter-se and KMP	NA	NA
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	NA	NA
No. of Shares held in the Company	Nil	Nil
No. of Board meetings attended during last Financial Year	9	9
Terms and conditions of appointment	Salary: Rs. 70,180/- per month with effect from 01/09/2024. 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 10% yearly increment	Salary: Rs. 69,757/- per month with effect from 01/09/2024. 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 10% yearly increment

	0.2% Sales Commission.	0.2% Sales Commission.
	Variable Performance Bonus not exceeding one month salary.	Variable Performance Bonus not exceeding one month salary.
	No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.	No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
	He shall be liable to retire by rotation.	He shall be liable to retire by rotation.
	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.	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.
	Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service.	Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service.
	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.	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.
	One time incentive amounting to Rs. 31,900 for the financial year 2024-25.	One time incentive amounting to Rs. 31,710 for the financial year 2024-25.
	Encashment of Leave at the end of the financial year.	Encashment of Leave at the end of the financial year.
	Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Mediclaim policy, subject to Rs. 12,000 p.a.	Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Mediclaim policy, subject to Rs. 12,000 p.a.
	Leave with full pay and allowances shall be allowed as per the Company's Rules.	Leave with full pay and allowances shall be allowed as per the Company's Rules.
	The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable."	The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable
Remuneration last drawn	RS. 1,74,688/- per month	RS. 1,74,303/- per month
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 such authority.

Name of the Director	Lijo George	Pottekkattu Muhammed Muhammedshafi
DIN	09257355	09257403
Date of Birth	30-05-1982	10-01-1984
Age	42	40
Date of first appointment on the Board	02-12-2021	02-12-2021
Qualifications	Diploma in Mechanical Engineering from State Board of Technical Education, Government of Kerala in the year 2002	Bachelor of Science from Mahatma Gandhi University, Kottayam in the year 2005
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	He is the Whole Time Director of our company. He has been on the Board of Directors of our Company since December 02, 2021. He holds Diploma in Mechanical Engineering from State Board of Technical Education, Government of Kerala. He has 2 years' experience in mechanical design and more than 15 years in the design, production, and testing of optical components and instruments. He is currently in charge of the R&D and production of optical thin films and optical components at our Company	He is the Whole Time Director of our company. He has been on the Board of Directors of our Company since December 02, 2021. He holds Bachelor of Science from Mahatma Gandhi University, Kottayam. He has worked as Graphic Designer at TEAM (Technical Experts Advertising & Marketing), Ernakulam. He joined Holmarc in 2006. He has 13 years of experience in Optical product Designing (spectroscopic instruments, Microscopy and other custom imaging instruments, Bio medical instrumentation, Physic lab products, confocal micro-Raman, Fluorescence Correlation Spectroscopy etc.). So far, he has designed more than 300 products in various scientific fields
Disclosure of relationships between directors inter-se and KMP	NA	NA
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	Nil
No. of Board meetings attended during last Financial Year	09 meetings	09 meetings
Terms and conditions of appointment	Salary: Rs. 70,362/- per month with effect from 01/09/2024. 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 10% yearly increment	Salary: Rs. 70,362/- per month with effect from 01/09/2024. 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 10% yearly increment.

	0.2% Sales Commission.	0.2% Sales Commission.
	Variable Performance Bonus not exceeding one month salary.	Variable Performance Bonus not exceeding one month salary.
	No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.	No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
	He shall be liable to retire by rotation.	He shall be liable to retire by rotation.
	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.	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.
	Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service.	Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service.
	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.	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.
	One time incentive amounting to Rs. 31,985 for the financial year 2024-25.	One time incentive amounting to Rs. 31,985 for the financial year 2024-25.
	Encashment of Leave at the end of the financial year.	Encashment of Leave at the end of the financial year.
	Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Mediclaim policy, subject to Rs. 12,000 p.a.	Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Mediclaim policy, subject to Rs. 12,000 p.a.
	Leave with full pay and allowances shall be allowed as per the Company's Rules.	Leave with full pay and allowances shall be allowed as per the Company's Rules.
	The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.	The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.
Remuneration last drawn	RS. 1,74,853/-	RS. 1,74,853/-
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 such 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, KALAMASSERY,  
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 32nd Annual General Meeting of members of the Company, to be held on Wednesday, 21st August 2024 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
<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.		
2.	To Declare final Dividend of Rs.0.4/- per share for the Financial Year ended 31st March, 2024.		
3.	To appoint a Director in place of Mr. Pottakkattu Muhammed Muhammed Shafi (DIN: 09257403), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To appoint a Director in place of Mr. Vellachalil Ramakrishnan Sanjaykumar (DIN: 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.		
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.		
7.	To Approve revision of terms and conditions of appointment of Ms. Jaya Jolly (DIN: 09723618), Whole-Time Director of the Company.		
8.	To Approve revision of terms and conditions of appointment of Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598), Whole-Time Director of the Company.		
9.	To Approve revision of terms and conditions of appointment of Mr. Jayagosh Unni Srambikkal (Din: 09257206), Whole-Time Director of the Company.		
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.		
11.	To Approve re-appointment of Mr. Abdul Rasheed Aledath Kochunni (DIN: 09257188) 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.		
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.		
14.	To Approve Re-Appointment of Mr. Pottakkattu Muhammed Muhammed Shafi (DIN: 09257403) as Whole-Time Director of the Company and Revision of Terms and Conditions of his appointment.		

Please Affix  
Revenue  
Stamp

Signed this ..... day of..... 2024

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 32nd Annual General Meeting of Holmarc Opto-Mechatronics Limited to be held on 21st August, 2024 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 REACH THE VENUE OF AGM

Address of the venue: Conference Hall, First Floor, The Kerala State Small Industries Association (KSSIA), HMT Industrial Estate, Kalamassery, Kanayanoor Taluk, Ernakulam, Kerala – 683503

<https://maps.app.goo.gl/dbfWVTXztkmqCQzG8>

