



CERTIFIED TRUE COPY OF RESOLUTIONS PASSED IN THE 31st ANNUAL GENERAL MEETING OF MEMBERS OF HOLMARC OPTO-MECHATRONICS LIMITED ("THE COMPANY") HELD AT THE REGISTERED OFFICE OF THE COMPANY AT BUILDING NO. 11/490, B 7, HMT INDUSTRIAL ESTATE, KALAMASSERY, KANAYANOR TALUK, ERNAKULAM, KERALA - 683503 ON TUESDAY, 30TH DAY OF MAY 2023 AT 04.30 P.M

SPECIAL BUSINESS

215 TO APPROVE THE INITIAL PUBLIC OFFERING (IPO)

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(a), 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) ("Companies Act, 2013") and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended from time to time ("SCRA"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed ("Listing Agreements"), the Foreign Exchange Management Act, 1999 ("FEMA") as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Securities and Exchange Board of India ("SEBI") or any other competent authority (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities including the Department of Industrial Policy and Promotion, Government of India ("DIPP"), the SEBI, the Reserve Bank of India ("RBI"), the Foreign Investment



Promotion Board ("FIPB"), the jurisdictional Registrar of Companies ("ROC") the relevant stock exchanges including SME Platform and such other approvals, permissions and sanctions, as may be necessary, including any consent or approval under any contract or agreement and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, the consent of members of the Company be and is hereby accorded for an initial public offering of the fresh equity shares of the Company, and the Board be and is hereby authorized to create, offer, issue and allot 28,50,000 (Twenty Eight Lakh Fifty Thousand) fully paid-up Equity shares of the face value of ₹10/- (Rupees Ten Only) each at an Issue Price of ₹40/- (Rupees Forty only) per equity share including a premium of ₹30/- (Rupees Thirty only) per equity share, aggregating to ₹ 11,40,00,000/- (Rupees Eleven Crore Forty Lakhs only) in fixed price mechanism by way of a fresh issuance of Equity Shares, out of the authorised share capital of the Company, and at its discretion, such number of additional Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares as board may deem fit offer to the public may be issued and allotted and / or transferred, as the case may be, as may be required for the purposes of rounding off), to such person or persons, who may or may not be the members of the Company and as the Board may, at its sole discretion, decide in consultation with the Lead Manager(s) ("LM") so appointed, including resident investors, eligible Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, qualified institutional buyers, eligible employees of the company, retail investors, body corporates, and such other persons in one or more combinations thereof, and/ or any other categories of investors ("Initial Public Offer"), which may include, reservation of a certain number of Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), in the manner and on such terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LM and as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the LM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchanges as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the LM or Designated Stock Exchange or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure, without being required to seek any further



consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares, timing for issuance of such Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any regulatory authority or stock exchange(s) and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the company to seek listing of any or all of such Shares on one or more stock exchanges in India including SME platform;

RESOLVED FURTHER THAT any of the Director and the Company Secretary of the Company be and are hereby severally authorized to certify and make available a true copy of the foregoing resolution to anyone including but not limited to any statutory authority, if concerned or deemed interested in the matter.



RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee or any one or more Executive Directors of the company;

RESOLVED FURTHER THAT the Equity Shares to be issued by the company as stated aforesaid shall rank pair-passu with all existing Equity Shares of the company.”

For HOLMARC OPTO-MECHATRONICS LIMITED



Jolly Cyriac
Managing Director
(DIN: 00409364)

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

Item No.21: TO APPROVE THE INITIAL PUBLIC OFFERING (IPO)

The company proposed to raise funds by creating, offering, issuing and allotting 28,50,000 (Twenty Eight Lakh Fifty Thousand) fully paid-up Equity shares of the face value of ₹10/- (Rupees Ten Only) each at an Issue Price of ₹40/- (Rupees Forty Only) per equity share including a premium of ₹30/- (Rupees Thirty only) per equity share, aggregating to ₹11,40,00,000/- (Rupees Eleven Crore Forty Lakhs only) in fixed price mechanism by way of a fresh issuance of Equity Shares, out of the authorised share capital of the Company in accordance with the applicable laws, including but not limited to the Companies Act, 2013 and Securities And Exchange Board of India (Issue of capital and disclosure requirements Regulations, 2018) as amended ('SEBI ICDR Regulations').

The object of the issue is to achieve the benefit of listing the equity shares of the company on the stock exchange. The listing of the Equity shares will enhance the company's Brand name and provide liquidity to the existing shareholders. The resources raised through the issue would facilitate and company's working capital Requirements, meet the Issue Expenses, General corporate expenses and to meet any exigencies including pursuing new opportunities, etc.

The member's attention is drawn to the following excerpt from the SEBI (ICDR) Regulations:

Lock-in of specified securities held by the promoters

The specified securities held by the promoters shall not be transferable (hereinafter referred to as 'lock-in') for the periods as stipulated hereunder:

a) minimum promoters' contribution including contribution made by alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, as applicable, shall be locked-in for a period of three



years from the date of commencement of commercial production or date of allotment in the initial public offer, whichever is later;

b) promoters' holding in excess of minimum promoters' contribution shall be locked-in for a period of one year from the date of allotment in the initial public offer

Lock-in of specified securities held by persons other than the promoters

The entire pre-issue capital held by persons other than the promoters shall be locked-in for a period of one year from the date of allotment in the initial public offer.

The Board of Directors of the Company believe that the issue of securities to investors who are/are not shareholders of the Company is in the interest of the Company and therefore recommends the resolution as set out as Item No. 21 for your approval by way of special resolution.

Except to the extent of their shareholding and remunerations, no Director, Manager, Key Managerial Personnel and their relatives respectively are interested in the foregoing resolution.

As required by Section 102(3) of the Companies Act, 2013, the related documents shall be available for inspection at the registered office of the Company during business hours.

Documents/Papers relating to the resolution under Special Business may be perused on any working day during working hours up to the date and time for commencement of the Annual General Meeting.

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



Jolly Cyriac
Managing Director
(DIN: 00409364)