

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL
FOR
HOLMARC OPTO-MECHATRONICS LIMITED**

To

Mr. Jolly Cyriac
Managing Director
HOLMARC OPTO-MECHATRONICS LIMITED
Building No. 11 / 490, B 7
HMT Industrial Estate, Kalamassery
Kanayanoor Taluk, Ernakulam
Kerala, India, 683503

32nd Annual General Meeting of the Equity Shareholders of **HOLMARC OPTO-MECHATRONICS LIMITED (CIN: U33125KL1993PLC006984)**, held on Wednesday, the 21st day of August 2024 at 3.30 P.M. at the Conference Hall, First Floor, The Kerala State Small Industries Association (KSSIA), HMT Industrial Estate, Kalamassery, Kanayanoor Taluk, Ernakulam, Kerala – 683503.

Sub: Passing of Resolutions through Remote E-Voting and Poll conducted at the 32nd Annual General Meeting of the Equity Shareholders of HOLMARC OPTO-MECHATRONICS LIMITED.

I, CS Sreekumar P.S., Company Secretary in Practice, holding Membership Number: FCS – 8130 and Certificate of Practice Number – 8067, Partner, SVJS & Associates, Company Secretaries, 65/2364 A, Ponoth Road, Kaloore, Ernakulam, Kerala- 682017, have been appointed as Scrutinizer for the Remote Electronic Voting and for the purpose of the Poll taken on the below mentioned resolutions at the 32nd Annual General Meeting of the Equity Shareholders of **HOLMARC OPTO-MECHATRONICS LIMITED (CIN: U33125KL1993PLC006984)** held on Wednesday, the 21st day of August 2024 at 3.30 P.M. at the Conference Hall, First Floor, The Kerala State Small Industries Association (KSSIA), HMT Industrial Estate, Kalamassery, Kanayanoor Taluk, Ernakulam, Kerala – 683503.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Sunday, the 18th day of August 2024 at 9.00 A.M. to Tuesday, the 20th day of August 2024 at 05.00 P.M. Cameo Corporate Services Ltd is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were



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+91 81296 89691 (Chennai Branch)

unblocked by me on Wednesday, the 21st day of August 2024 in the presence of two witnesses. For further details, kindly refer Scrutinizer's Report on remote e-voting dated 22nd day of August 2024 attached herewith.

At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting, to cast their votes through poll process. For details, kindly refer Scrutinizer's Report in Form MGT 13 dated 22nd day of August 2024 attached herewith.

The result of the Remote E-voting together with that of the Poll is as under:

Res. No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
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	E-voting	7,192,500	100%	0	0
		Poll	156,000	100%	0	0
		Total	73,48,500	100%	0	0
2	TO DECLARE FINAL DIVIDEND OF RS. 0.4/- PER EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024.	E-voting	7,192,500	100%	0	0
		Poll	156,000	100%	0	0
		Total	73,48,500	100%	0	0



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.	E-voting	7,192,500	100%	0	0
		Poll	156,000	100%	0	0
		Total	73,48,500	100%	0	0
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.	E-voting	7,192,500	100%	0	0
		Poll	156,000	100%	0	0
		Total	73,48,500	100%	0	0
SPECIAL BUSINESS (Special Resolution)						
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.	E-voting	3,488,100	100%	0	0
		Poll	156,000	100%	0	0
		Total	36,44,100	100%	0	0
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.	E-voting	4,600,500	100%	0	0
		Poll	156,000	100%	0	0
		Total	47,56,500	100%	0	0
7	TO APPROVE REVISION OF TERMS AND CONDITIONS OF APPOINTMENT OF MS. JAYA JOLLY (DIN: 09723618), WHOLE-TIME DIRECTOR OF THE COMPANY.	E-voting	3,488,100	100%	0	0
		Poll	156,000	100%	0	0
		Total	36,44,100	100%	0	0



8	TO APPROVE REVISION OF TERMS AND CONDITIONS OF APPOINTMENT OF MR. GOPALA KURUP UNNIKRISHNA KURUP (DIN: 07622598), WHOLE-TIME DIRECTOR OF THE COMPANY.	E-voting	7,192,500	100%	0	0
		Poll	156,000	100%	0	0
		Total	73,48,500	100%	0	0
9	TO APPROVE REVISION OF TERMS AND CONDITIONS OF APPOINTMENT OF MR. JAYAGOSH UNNI SRAMBIKKAL (DIN:09257206), WHOLE-TIME DIRECTOR OF THE COMPANY.	E-voting	7,192,500	100%	0	0
		Poll	156,000	100%	0	0
		Total	73,48,500	100%	0	0
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.	E-voting	7,192,500	100%	0	0
		Poll	156,000	100%	0	0
		Total	73,48,500	100%	0	0
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.	E-voting	7,192,500	100%	0	0
		Poll	156,000	100%	0	0
		Total	73,48,500	100%	0	0
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.	E-voting	7,192,500	100%	0	0
		Poll	156,000	100%	0	0
		Total	73,48,500	100%	0	0



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.	E-voting	7,192,500	100%	0	0
		Poll	156,000	100%	0	0
		Total	73,48,500	100%	0	0
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.	E-voting	7,192,500	100%	0	0
		Poll	156,000	100%	0	0
		Total	73,48,500	100%	0	0

All the resolutions stand passed under Remote E-voting and Poll as Ordinary and Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thank you
Yours faithfully

For SVJS & Associates
Company Secretaries



Sreekumar P.S.
Partner

Membership No: 8130, CP. No: 8067
Peer Review Certificate No.: 648/2019
UDIN: F008130F001020713

Kochi
22/08/2024

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

(d) **RESOLUTION 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.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	156,000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0



(e) RESOLUTION 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.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	156,000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

(f) RESOLUTION 6:

TO APPROVE RE-APPOINTMENT OF MR. ISHACH SAINUDDIN (DIN: 00409402) AS WHOLE-TIME DIRECTOR OF THE COMPANY AND REVISION OF TERMS AND CONDITIONS OF HIS APPOINTMENT.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	156,000	100%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

(g) **RESOLUTION 7:**

TO APPROVE REVISION OF TERMS AND CONDITIONS OF APPOINTMENT OF MS. JAYA JOLLY (DIN: 09723618), WHOLE-TIME DIRECTOR OF THE COMPANY.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	156,000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0



(h) RESOLUTION 8:

TO APPROVE REVISION OF TERMS AND CONDITIONS OF APPOINTMENT OF MR. GOPALA KURUP UNNIKRISHNA KURUP (DIN: 07622598), WHOLE-TIME DIRECTOR OF THE COMPANY.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	156,000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

(i) RESOLUTION 9:

TO APPROVE REVISION OF TERMS AND CONDITIONS OF APPOINTMENT OF MR. JAYAGOSH UNNI SRAMBIKKAL (DIN:09257206), WHOLE-TIME DIRECTOR OF THE COMPANY.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	156,000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

(j) **RESOLUTION 10:**

TO APPROVE RE-APPOINTMENT OF MR. VELLACHALIL RAMAKRISHNAN SANJAYKUMAR (DIN: 09257141) AS WHOLE-TIME DIRECTOR OF THE COMPANY AND REVISION OF TERMS AND CONDITIONS OF HIS APPOINTMENT.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	156,000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

(k) **RESOLUTION 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.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	156,000	100%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

(I) **RESOLUTION 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.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	156,000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0



(m) RESOLUTION 13:

TO APPROVE RE-APPOINTMENT OF MR. LIJO GEORGE (DIN: 09257355) AS WHOLE-TIME DIRECTOR OF THE COMPANY AND REVISION OF TERMS AND CONDITIONS OF HIS APPOINTMENT.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	156,000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

(n) RESOLUTION 14:

TO APPROVE RE-APPOINTMENT OF MR. POTTEKKATTU MUHAMMED MUHAMMED SHAFI (DIN: 09257403) AS WHOLE-TIME DIRECTOR OF THE COMPANY AND REVISION OF TERMS AND CONDITIONS OF HIS APPOINTMENT.

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	156,000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



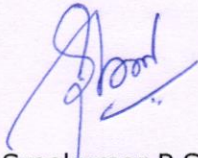
(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

5. A Pen Drive containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman.
7. All the resolutions stand passed under the Poll as Ordinary and Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thank you
Yours faithfully

**For SVJS & Associates
Company Secretaries**



Sreekumar P.S.
Partner
Membership No: 8130, CP. No: 8067
Peer Review Certificate No.: 648/2019
UDIN: F008130F001020691



Kochi
22/08/2024