

**NOTICE OF THE 31ST ANNUAL GENERAL MEETING OF THE COMPANY**

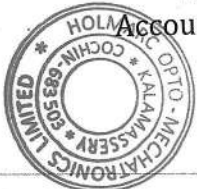
Notice is hereby given that the 31st Annual General Meeting of the Members of **HOLMARC OPTO-MECHATRONICS LIMITED** (the "Company") will be held on **Tuesday, 30th day of May, 2023**, at **04.30 P.M.** at the Registered Office of the Company at Building No. 11 / 490, B 7, HMT Industrial Estate, Kalamassery, 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 2023 including Balance Sheet as at 31st March 2023 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 appoint a Director in place of Mr. Jim Jose Punnackal Josey (DIN: 09257264), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Lijo George (DIN: 09257355), who retires by rotation and being eligible, offers himself for re-appointment.
4. **RE-APPOINTMENT OF STATUTORY AUDITORS FOR A CONSECUTIVE TERM OF FIVE YEARS:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provision of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), approval of the members of the Company be and is hereby accorded for re-appointment of M/s G Joseph and Associates, Chartered Accountants, (Firm Registration No. 006310S) as Statutory Auditors of the Company to



hold office for further consecutive term of five years from the conclusion of this Annual General Meeting until the conclusion of 36th Annual General Meeting of the Company at a remuneration as may be mutually agreed upon between the Auditors and the Board of Directors of the Company plus reimbursement of out of pocket expenses and applicable taxes, and the Board of Directors be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient in this regard."

SPECIAL BUSINESS:

**5. TO APPROVE REVISION OF REMUNERATION OF MR. JOLLY CYRIAC (DIN: 00409364),
MANAGING 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 other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to revise the remuneration and perquisites payable to Mr. Jolly Cyriac (DIN: 00409364), Managing Director of the Company as mentioned below:

- I. Salary: Rs. 75,000/- per month with effect from 01.04.2023, which is eligible for revision on a date to be determined by the Board of Directors of the Company.
- II. 1% Sales Commission
- III. 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.
- IV. Variable Performance Bonus not exceeding one month salary.

"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 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 REVISION OF REMUNERATION OF MR. ISHACH SAINUDDIN, WHOLE-TIME DIRECTOR AND CHIEF FINANCIAL OFFICER 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 other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to revise the remuneration and perquisites payable to Mr. Ishach Sainuddin, (DIN: 00409402) Whole-time Director and Chief financial officer of the Company as mentioned below:

- I. Rs. 75,000/- per month with effect from 01.04.2023, which is eligible for revision on a date to be determined by the Board of Directors of the Company.
- II. 1% Sales Commission
- III. 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.
- IV. Variable Performance Bonus not exceeding one month salary.

“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 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 REMUNERATION 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 other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, (including



any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to revise the remuneration and perquisites payable to Mrs. Jaya Jolly (DIN: 09723618), Whole-time Director of the Company as mentioned below:

- I. Rs. 75,000/- per month with effect from 01.04.2023, which is eligible for revision on a date to be determined by the Board of Directors of the Company.
- II. 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.
- III. Variable Performance Bonus not exceeding one month salary.
- IV. Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service.

"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 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 REMUNERATION 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 other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to revise the remuneration and perquisites payable to Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598), Whole-time Director of the Company as mentioned below:

- I. Salary: Rs. 75,000/- per month with effect from 01.04.2023, which is eligible for revision on a date to be determined by the Board of Directors of the Company.



- II. 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.
- III. Variable Performance Bonus not exceeding one month salary.

“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 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 REMUNERATION 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 other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to revise the remuneration and perquisites payable to Mr. Jayagosh Unni Srambikkal (DIN: 09257206), Whole-time Director of the Company as mentioned below:

- I. Salary: Rs. 75,000/- per month with effect from 01.04.2023, which is eligible for revision on a date to be determined by the Board of Directors of the Company.
- II. 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.
- III. Variable Performance Bonus not exceeding one month salary.

“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 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 REVISION OF REMUNERATION OF MR. VELLACHALIL RAMAKRISHNAN SANJAYKUMAR (DIN: 09257141), 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 other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to revise the remuneration and perquisites payable to Mr. Vellachalil Ramakrishnan Sanjaykumar (DIN: 09257141), Whole-time Director of the Company as mentioned below:

- I. Salary: Rs. 63,360 per month with effect from 01.04.2023 which is eligible for revision on a date to be determined by the Board of Directors of the Company.
- II. 0.2% Sales Commission
- III. 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.
- IV. Variable Performance Bonus not exceeding one month salary.
- V. Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service, and
- VI. Encashment of leave at the end of the financial year.
- VII. Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Mediclaim policy, subject to Rs. 12,000 p.a.

“**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 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 REVISION OF REMUNERATION OF MR. ABDUL RASHEED ALEDATH KOCHUNNI (DIN: 09257188), 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 other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to revise the remuneration and perquisites payable to Mr. Abdul Rasheed Aledath Kochunni (DIN: 09257188), Whole-time Director of the Company as mentioned below:

- I. Salary: Rs. 63,800 per month with effect from 01.04.2023 which is eligible for revision on a date to be determined by the Board of Directors of the Company.
- II. 0.2% Sales Commission
- III. 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.
- IV. Variable Performance Bonus not exceeding one month salary.
- V. Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service, and
- VI. Encashment of leave at the end of the financial year.
- VII. Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Medclaim policy, subject to Rs. 12,000 p.a.

“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 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 REVISION OF REMUNERATION OF MR. JIM JOSE PUNNACKAL JOSEY (DIN: 09257264), 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 other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to revise the remuneration and perquisites payable to Mr. Jim Jose Punnackal Josey (DIN: 09257264), Whole-time Director of the Company as mentioned below:

- I. Salary: Rs. 63,415/-per month with effect from 01.04.2023 which is eligible for revision on a date to be determined by the Board of Directors of the Company.
- II. 0.2% Sales Commission
- III. 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.
- IV. Variable Performance Bonus not exceeding one month salary.
- V. Gratuity payable at the rate not exceeding one half a month’s salary for each completed year of service, and
- VI. Encashment of leave at the end of the financial year.
- VII. Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Medclaim policy, subject to Rs. 12,000 p.a.

“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 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 REVISION OF REMUNERATION OF MR. LIJO GEORGE (DIN: 09257355),
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 other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to revise the remuneration and perquisites payable to Mr. Lijo George (DIN: 09257355), Whole-time Director of the Company as mentioned below:

- I. Salary: Rs. 63,965/-per month with effect from 01.04.2023 which is eligible for revision on a date to be determined by the Board of Directors of the Company.
- II. 0.2% Sales Commission
- III. 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.
- IV. Variable Performance Bonus not exceeding one month salary.
- V. Gratuity payable at the rate not exceeding one half a month's salary for each completed year of service, and
- VI. Encashment of leave at the end of the financial year.
- VII. Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Medclaim policy, subject to Rs. 12,000 p.a.

"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 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 REVISION OF REMUNERATION OF MR. POTTEKKATTU MUHAMMED MUHAMMED SHAFI (DIN: 09257403), 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 other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to revise the remuneration and perquisites payable to Mr. Pottekkattu Muhammed Muhammed Shafi (DIN: 09257403), Whole-time Director of the Company as mentioned below:

- I. Salary: Rs. 63,965/-per month with effect from 01.04.2023 which is eligible for revision on a date to be determined by the Board of Directors of the Company.
- II. 0.2% Sales Commission
- III. 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.
- IV. Variable Performance Bonus not exceeding one month salary.
- V. Gratuity payable at the rate not exceeding one half a month’s salary for each completed year of service, and
- VI. Encashment of leave at the end of the financial year.
- VII. Medical Reimbursement: Entitlement of reimbursement of payment of premium for any Medclaim policy, subject to Rs. 12,000 p.a.

“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 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.”



15. **APPOINTMENT OF MR. ANANTHAVALLY RAGHAVAN SATHEESH (DIN: 09751547) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company and pursuant to the recommendation of Board of Directors vide their resolution dated 23/05/2023, Mr. Ananthavally Raghavan Satheesh (DIN: 09751547), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company with effect from 30/05/2023 for a period of 5 [Five] years up to 29/05/2028 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the jurisdictional Registrar of Companies, to the extent applicable, 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 the Board of Directors 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 interest in the matter.”

16. **APPOINTMENT OF MR. REJI ZACHARIAH (DIN: 07402596) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”)



and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company and pursuant to the recommendation of Board of Directors vide their resolution dated 23/05/2023, Mr. Reji Zachariah (DIN: 07402596), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company with effect from 30/05/2023 for a period of 5 [Five] years up to 29/05/2028 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the jurisdictional Registrar of Companies, to the extent applicable, 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 the Board of Directors 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 interest in the matter.”

17. **APPOINTMENT OF MR. SAJEEV PLAVITA GOPINATHAN NAIR (DIN: 02602190) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company and pursuant to the recommendation of Board of Directors vide their resolution dated 23/05/2023, Mr. Sajeev Plavita Gopinathan Nair (DIN: 02602190) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the



Company with effect from 30/05/2023 for a period of 5 [Five] years up to 29/05/2028 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the jurisdictional Registrar of Companies, to the extent applicable, 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 the Board of Directors 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 interest in the matter.”

18. **APPOINTMENT OF MS. TRACY TULASSNE CAESAR (DIN: 07459768) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company and pursuant to the recommendation of Board of Directors vide their resolution dated 23/05/2023, Ms. Tracy Tulasne Caesar (DIN: 07459768) who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company with effect from 30/05/2023 for a period of 5 [Five] years up to 29/05/2028 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the jurisdictional Registrar of Companies, to the extent applicable,



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 the Board of Directors 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 interest in the matter.”

19. **APPOINTMENT OF MS. ANJU POULOSE MALIYAKKAL (DIN: 10132996) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company and pursuant to the recommendation of Board of Directors vide their resolution dated 23/05/2023, Ms. Anju Poulouse Maliyakkal (DIN: 10132996), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company with effect from 30/05/2023 for a period of 5 [Five] years up to 29/05/2028 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the jurisdictional Registrar of Companies, to the extent applicable, 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 the Board of Directors 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 interest in the matter.”

20. **ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of Companies Act, 2013 (‘the Act’), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals, consents, permissions sanctions as may be necessary, the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, draft of which is tabled before the meeting and duly initialed by the Managing Director for the purposes of identification be and is hereby approved and adopted as new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, 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, expedient, proper or desirable to give effect to afore mentioned resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

21. **TO APPROVE THE INITIAL PUBLIC OFFERING (IPO)**

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

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

A handwritten signature in black ink, appearing to read "Jolly Cyriac".

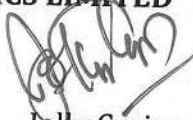
Jolly Cyriac
Managing Director
(DIN: 00409364)

Kalamassery
26-05-2023

Notes:

1. In view of the COVID-19 pandemic, we have made arrangement of social distancing and members are requested to wear the mask while entering the venue for annual general meeting.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
3. A blank form of proxy is enclosed. The proxy, to be effective, should be lodged with the company at its registered office not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the company.
4. Pursuant to the provisions of Companies Act, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
5. The Statement pursuant to Section 102 of the Companies Act, 2013 is annexed herewith.
6. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 10:00 a.m. to 5:00 p.m. except on holidays.
7. Brief profile of the Directors seeking appointment in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the Notice.
8. The Route map for 31st Annual General Meeting Venue is also Annexed.

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


Jolly Cyriac
Managing Director
(DIN: 00409364)

Kalamassery
26-05-2023





CIN: U33125KL1993PLC006984
GST No: 32AAACH9492C1ZQ

ISO 9001:2015
HOLMARC
OPTO-MECHATRONICS LTD

B-7, H.M.T. Industrial Estate, H.M.T. P.O,
Kalamassery, Kochi - 683 503, Kerala, India.
E-mail : sales@holmarc.com

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 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 14: TO APPROVE REVISION IN REMUNERATION OF MANAGING DIRECTOR AND WHOLE-TIME DIRECTORS

The Board of Directors have in their meeting held on 11.04.2023 decided to revise the remuneration of the Managing Director Mr. Jolly Cyriac (DIN: 00409364) and the Whole-time director cum CFO Mr. Ishach Sainuddin (DIN: 00409402), and other Whole-time directors Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598), Mr. Vellachalil Ramakrishnan Sanjaykumar (DIN: 09257141), Mr. Abdul Rasheed Aledath Kochunni (DIN: 09257188), Mr. Jayagosh Unni Srambikkal (DIN: 09257206), Mr. Jim Jose Punnackal Josey (DIN: 09257264), Mr. Lijo George (DIN: 09257355), Mr. Pottekkattu Muhammed Muhammedshafi (DIN: 09257403) and Mrs. Jaya Jolly (DIN: 09723618) as per the terms and conditions detailed in the afore-mentioned resolutions as set out in item nos. 05 to 14. However, since the revision was in excess of the maximum limit approved by the members, the approval of shareholders is sought for.

The Board of Directors recommends the resolution set out in item no. 05 to 14 in this Notice for your approval as a Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Item No. 15 - APPOINTMENT OF MR. ANANTHAVALLY RAGHAVAN SATHEESH (DIN: 09751547) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board has recommended the appointment of Mr. Ananthavally Raghavan Satheesh (DIN: 09751547) as an independent director of the Company with effect from the date of Annual general meeting vide their resolution dated 23/05/2023. In terms of Section 152(2) of the Companies Act, 2013, the power to appoint the directors lies with the



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Mailing Address

B-7, H.M.T. Industrial Estate,
H.M.T. P.O, Kalamassery
Kochi - 683 503 Kerala, India.



E-mail Contact
sales@holmarc.com



www.holmarc.com

Business Hours

Monday to Saturday: 9:00am - 5:00pm

Connect with us on



members in a general meeting. In terms of Section 160 of the Act, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Ananthavally Raghavan Satheesh (DIN: 09751547) for the office of Director. The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-Section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of opinion that he fulfills the criteria of independence.

Mr. Ananthavally Raghavan Satheesh (DIN: 09751547) is an Electrical Engineer. He is the President of Kerala High Tension and Extra High Tension Industrial Electricity Consumers' Association (Kerala HT&EHT Association) is the representative body of all EHT Industries and Major HT Industries in Kerala. He is also a member of Kerala State Advisory Committee of KSERC for the last 7 years. He is also a member of Kerala State Electricity Supply Code Review Panel, Kerala State Electricity Supply Code Review Panel, Kerala State Productivity Council Governing Body and Board of Studies Member in MBA Energy Management at Kerala University of Fisheries and Ocean Studies (KUFOS). He was the Sr. Associate Vice President, Carborundum Universal Limited with a total experience of 33 years. In the opinion of the Board, he possesses integrity and relevant proficiency, which will bring tremendous value to the Board. He fulfills the conditions for independence specified in the Act, the Rules made thereunder and such other laws / regulations for the time being in force, to the extent applicable to the Company. A copy of the draft letter for the appointment of Mr. Ananthavally Raghavan Satheesh (DIN: 09751547) as an independent director setting out the terms and conditions is available for inspection without any fee by the members.

The Board, on 23/05/2023 recommended Mr. Ananthavally Raghavan Satheesh (DIN: 09751547) to be appointed as an Independent Director. The resolution seeks the approval of members for the appointment of Mr. Ananthavally Raghavan Satheesh (DIN: 09751547) as an independent director of the Company up to 29/05/2028 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.



As per the provisions of Section 150(2) of the Act, the appointment of Independent Director shall be approved by the company in general meeting as provided in sub-Section (2) of Section 152 of the Act. Mr. Ananthavally Raghavan Satheesh's appointment is hereby placed for the approval of members.

No director, key managerial personnel, or their relatives except Mr. Ananthavally Raghavan Satheesh (DIN: 09751547), to whom the resolution relates, is interested in or concerned with the resolution in Item no. 15.

Item No. 16 - APPOINTMENT OF MR. REJI ZACHARIAH (DIN: 07402596) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board has recommended the appointment of Mr. Reji Zachariah (DIN: 07402596) as an Independent Director of the Company with effect from the date of general meeting vide their resolution dated 23/05/2023. In terms of Section 152(2) of the Companies Act, 2013, the power to appoint the directors lies with the members in a general meeting. In terms of Section 160 of the Act, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Reji Zachariah (DIN: 07402596) for the office of Director. The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-Section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of opinion that he fulfills the criteria of independence.

Mr. Reji Zachariah (DIN: 07402596) is a Civil Engineer. He is the Chief Executive Officer of Xbuild Software, Kochi, Kerala. He has completed more than 1500 projects in the field of Structural & Geotechnical designing, detailing of Industrial, Commercial and residential buildings in the last 30 years and has been managing more than 100 ongoing projects presently. He has provided Geotechnical consulting for about 60 projects per month for the last 15 years. His area of experience includes Structural designing and detailing, Construction Management, Geotechnical consultancy, Engineering software development. He is the President of Structural and Geotechnical consultants, Kerala. He is also an Executive Member of Indian Geotechnical Society and Executive member of GRACE. In the opinion of the Board, he possesses integrity and relevant proficiency, which will bring tremendous value to the Board. Further, he fulfills the conditions for independence



specified in the Act, the Rules made thereunder and such other laws / regulations for the time being in force, to the extent applicable to the Company. A copy of the draft letter for the appointment of Mr. Reji Zachariah (DIN: 07402596) as an independent director setting out the terms and conditions is available for inspection without any fee by the members.

The Board, on 23/05/2023, recommended Mr. Reji Zachariah (DIN: 07402596) to be appointed as an Independent Director. The resolution seeks the approval of members for the appointment of Mr. Reji Zachariah (DIN: 07402596) as an independent director of the Company up to 29/05/2028 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

As per the provisions of Section 150(2) of the Act, the appointment of Independent Director shall be approved by the company in general meeting as provided in sub-Section (2) of Section 152 of the Act. Mr. Reji Zachariah's appointment is hereby placed for the approval of members.

No director, key managerial personnel, or their relatives except Mr. Reji Zachariah (DIN: 07402596), to whom the resolution relates, is interested in or concerned with the resolution in Item no. 16.

Item No. 17 - APPOINTMENT OF MR. SAJEEV PLAVITA GOPINATHAN NAIR (DIN: 02602190) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board has recommended the appointment of Mr. Sajeev Plavita Gopinathan Nair (DIN: 02602190) as an independent director of the Company with effect from the date of general meeting vide their resolution dated 23/05/2023. In terms of Section 152(2) of the Companies Act, 2013, the power to appoint the directors lies with the members in a general meeting. In terms of Section 160 of the Act, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Sajeev Plavita Gopinathan Nair for the office of Director. The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-Section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and



Disclosure Requirements) Regulations, 2015 and the Board is of opinion that he fulfills the criteria of independence.

Mr. Sajeev Plavita Gopinathan Nair (DIN: 02602190) is a Practising Chartered Accountant having more than 20 years of experience in Audit, Consultancy and Taxation. He was the co-opted member of the Committee for Capacity Building of CA Firms and Small & Medium Practitioners (CCBCAF & SMP) of the Institute of Chartered Accountants of India for the year 2010-11. He was the Chairman of The Ernakulam Branch of the SIRC of The Institute of Chartered Accountants of India (ICAI) during 2008-09. In the opinion of the Board, he possesses integrity and relevant proficiency, which will bring tremendous value to the Board and to the Company. Further, he fulfills the conditions for independence specified in the Act, the Rules made thereunder and such other laws / regulations for the time being in force, to the extent applicable to the Company. A copy of the draft letter for the appointment of Mr. Sajeev Plavita Gopinathan Nair (DIN: 02602190) as an independent director setting out the terms and conditions is available for inspection without any fee by the members.

The Board, on 23/05/2023, recommended Mr. Sajeev Plavita Gopinathan Nair (DIN: 02602190) to be appointed as an independent director. The resolution seeks the approval of members for the appointment of Mr. Sajeev Plavita Gopinathan Nair (DIN: 02602190) as an independent director of the Company up to 29/05/2028 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

As per the provisions of Section 150(2) of the Act, the appointment of Independent Director shall be approved by the company in general meeting as provided in Sub-Section (2) of Section 152 of the Act. Mr. Sajeev Plavita Gopinathan Nair's appointment is hereby placed for the approval of members.

No director, key managerial personnel, or their relatives except Mr. Sajeev Plavita Gopinathan Nair (DIN: 02602190), to whom the resolution relates, is interested in or concerned with the resolution in Item no. 17.

Item No. 18 - APPOINTMENT OF MS. TRACY TULASSNE CAESAR (DIN: 07459768) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board has recommended the appointment of Ms. Tracy Tulassne Caesar (DIN: 07459768) as an independent director of the Company with effect from the date of general



meeting vide their resolution dated 23/05/2023. In terms of Section 152(2) of the Companies Act, 2013, the power to appoint the directors lies with the members in a general meeting. In terms of Section 160 of the Act, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Ms. Tracy Tulasne Caesar (DIN: 07459768) for the office of Director. The Company has received from her all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-Section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-Section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of opinion that she fulfills the criteria of independence.

In the opinion of the Board, Ms. Tracy Tulasne Caesar (DIN: 07459768) is a Practising Company Secretary having more than 14 years of industrial experience in handling secretarial and legal compliance. Her experience spreads across procedural and advisory services on Company law matters, Capital Issues, Due diligence, Corporate Governance, NBFC compliance, SEBI matters and Public Issue of Securities. In the opinion of the Board, she possesses integrity and relevant proficiency, which will bring tremendous value to the Board and to the Company. Further, she fulfills the conditions for independence specified in the Act, the Rules made thereunder and such other laws / regulations for the time being in force, to the extent applicable to the Company. A copy of the draft letter for the appointment of Ms. Tracy Tulasne Caesar (DIN: 07459768) as an independent director setting out the terms and conditions is available for inspection without any fee by the members.

The Board, on 23/05/2023, recommended Ms. Tracy Tulasne Caesar (DIN: 07459768) to be appointed as an independent director. The resolution seeks the approval of members for the appointment of Ms. Tracy Tulasne Caesar (DIN: 07459768) as an independent director of the Company up to 29/05/2028 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

As per the provisions of Section 150(2) of the Act, the appointment of Independent Director shall be approved by the company in general meeting as provided in sub-Section



(2) of Section 152 of the Act. Ms. Tracy Tulassne Caesar's appointment is hereby placed for the approval of members.

No director, key managerial personnel, or their relatives except Ms. Tracy Tulassne Caesar (DIN: 07459768), to whom the resolution relates, is interested in or concerned with the resolution in Item no. 18.

Item No. 19:- APPOINTMENT OF MS. ANJU POULOSE MALIYAKKAL (DIN: 10132996) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board has recommended the appointment of Ms. Anju Poulose Maliyakkal (DIN: 10132996) as an independent director of the Company with effect from the date of general meeting vide their resolution dated 23/05/2023. In terms of Section 152(2) of the Companies Act, 2013, the power to appoint the directors lies with the members in a general meeting. In terms of Section 160 of the Act, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Ms. Anju Poulose Maliyakkal (DIN: 10132996) for the office of Director. The Company has received from her all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-Section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-Section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of opinion that she fulfills the criteria of independence.

In the opinion of the Board, Ms. Anju Poulose Maliyakkal (DIN: 10132996) is a Practising Chartered Accountant having more than 13 years of vast exposure working with various industries like IT, Hospitality, Food, Beverages, Manufacturing, Healthcare, Retail, Pharmaceuticals, Government Public Sector, Banking, Telecom etc. In the opinion of the Board, she possesses integrity and relevant proficiency, which will bring tremendous value to the Board and to the Company. Further, she fulfill the conditions for independence specified in the Act, the Rules made thereunder and such other laws / regulations for the time being in force, to the extent applicable to the Company. A copy of the draft letter for the appointment of Ms. Anju Poulose Maliyakkal (DIN: 10132996) as an independent director setting out the terms and conditions is available for inspection without any fee by the members.



The Board, on 23/05/2023, recommended Ms. Anju Poulose Maliyakkal (DIN: 10132996) to be appointed as an Independent Director. The resolution seeks the approval of members for the appointment of Ms. Anju Poulose Maliyakkal (DIN: 10132996) as an independent director of the Company up to 29/05/2028 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

As per the provisions of Section 150(2) of the Act, the appointment of Independent Director shall be approved by the company in general meeting as provided in sub-Section (2) of Section 152 of the Act. Ms. Anju Poulose Maliyakkal's appointment is hereby placed for the approval of members.

No director, key managerial personnel, or their relatives except Ms. Anju Poulose Maliyakkal (DIN: 10132996), to whom the resolution relates, is interested in or concerned with the resolution in Item no. 19.

Item No. 20:- ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013:

In view of the impending Initial Public Offer, it would be expedient to wholly replace the existing Articles of Association of the Company by a new set of Articles which is in line with the "Table F" of Schedule I of the Companies Act, 2013.

The Approval of Members by way of a Special Resolution is required for adoption of new set of Articles of Association of the Company as per the provisions of Section 14 read with Section 5 of Companies Act 2013, Rules made thereunder. Hence the above Special Resolution as set out in item no. 20 is recommended for your approval.

None of the directors / managers / key managerial personnel / or their relatives of your company are concerned or interested in the proposed resolution except as shareholders of the Company.

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



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**



A handwritten signature in black ink, appearing to read "Jolly Cyriac".

Jolly Cyriac
Managing Director
(DIN: 00409364)

Kalamassery
26-05-2023

Disclosure as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2)

Name of Director	Mr. Sajeev Plavita Gopinathan Nair (DIN: 02602190)	Ms. Anju Poulose Maliyakkal (DIN: 10132996)	Ms. Tracy Tulasne Caesar (DIN: 07459768)	Mr. Ananthavally Raghavan Satheesh (DIN: 09751547)	Mr. Reji Zachariah (DIN: 07402596)
Category	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director
Date of Birth & Age	04/05/1970, 53 Years	29/01/1985, 38 Years	23/04/1983, 40 Years	29/05/1960, 63 Years	21/05/1969, 54 Years
Date of Appointment	The Independent Directors shall be appointed with effect from the date of this meeting				
Qualification	CA	CA	CS	B-tech	B-tech
Expertise in specific functional areas	As detailed in Explanatory statement annexed to this notice				
List of other Public Companies in which Directorships held #	Nil	Nil	Nil	Nil	Nil
Membership/ Chairmanship of Committees other Boards	Nil	Nil	Nil	Nil	Nil
Remuneration sought to be paid	Nil	Nil	Nil	Nil	Nil
No. of Equity Shares held in Company	Nil	Nil	Nil	Nil	Nil
Disclosure of relationships between directors	Nil	Nil	Nil	Nil	Nil



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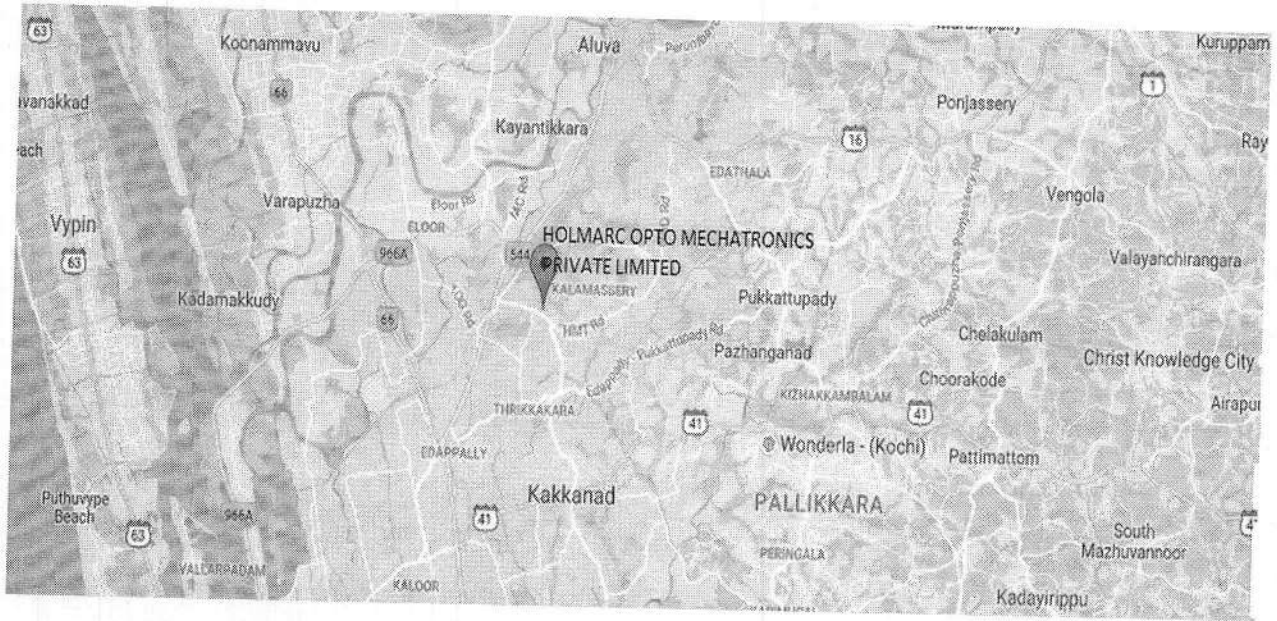
Excludes Directorships in Private Limited Companies, Foreign Companies, Foundations, Memberships of Management Committees of various Chambers, Bodies and Section 8 Companies.



A handwritten signature in black ink, appearing to be "John" followed by a long horizontal line.

ROUTE MAP

**Building No. 11 / 490, B 7, HMT Industrial Estate, Kalamassery, Kanayanoor
Taluk, Ernakulam, Kerala-683 503**





CIN : U33125KL1993PLC006984
GST No: 32AAACH9492C1ZQ

ISO 9001:2015

HOLMARC
OPTO-MECHATRONICS LTD

B-7., H.M.T. Industrial Estate, H.M.T. P.O,
Kalamassery, Kochi - 683 503, Kerala, India.
E-mail : sales@holmarc.com

DIRECTORS' REPORT

TO THE MEMBERS HOLMARC OPTO-MECHATRONICS LIMITED

Your Directors have pleasure in presenting you the 31st Annual Report along with the audited financial statements and report of the Auditors for the year ended 31st March 2023.

1. Financial Summary:

(Amount in Rs. '00,000)

PARTICULARS	For year ended 31 st March, 2023	For year ended 31 st March, 2022
Total Revenue	2918.44	2117.84
Total Expenditure	2510.80	1896.59
Profit / (Loss) before Tax	407.65	221.25
Tax Expense		
Current Tax	107.32	69.34
Deferred Tax	18.03	(3.29)
Profit / (Loss) after Tax	356.14	155.19

2. State of Company's Affairs:

Your Company has been showing a phenomenal growth in its business operations, registering steady rise in its profits. We booked 27.36 crores worth purchase orders during the financial year 2022-23. During the FY 2021-22, the purchase orders received was worth 22.09 crores. There was an increase of 23.85% in order booking. The Company has earned a total revenue of Rs. 2918.44 (Amount in'00,000) during the current year as compared to Rs. 2117.84 (Amount in'00,000) earned in the previous year. The revenue growth is 37.83%. We are seeing three reasons for this increase. The first reason is that during 2021-22, there was covid restrictions in Kerala during April to June. Our functioning was not normal during those days. We estimate that that there was 8% production loss during FY 2021-22 due to covid. This is evident from the fact that our sales during the period is 8% lower than the purchase orders booked. There was no production loss during 2022-23. Secondly, we have made capital investments worth 1.7 crores in production machineries during the last quarter of 2020-21. This resulted in increased production capacity which we could fully utilize during FY 2022-23. In addition to the increased production capacity due to the addition of machineries, we introduced second shift for selected production machineries during FY 2022-23 and increased staff strength in production accordingly.



Page 1 of 13



The total expenditure for the period ended 31.03.2023 is Rs. 2510.80 (Amount in'00,000) as compared to Rs. 1896.59 (Amount in'00,000) spent during the previous year.

During the financial year, we have increased our staff strength to 260 (as of March 31, 2023) from 216 (As of March 31, 2022). The increase in staff strength is 20%. Number of trainees remained 35, almost same during these two periods (FY 2021-22 and FY 2022-23). Our sales and production increased almost 38% in rupee terms while our staff strength increased 20%. The 18% difference can be attributed to 8% loss of production due to covid and 6% average product price increase due to general inflation. Balance 4% is the result productivity increase. It has been obtained by the capital expenditure made in automated machines as well as training given to our production staff.

We are happy that our productivity increase target has been nearly met during the financial year 2022-23. (Our target was 5% year on year). The result of this productivity increase can be seen in our financials for FY 202-23 as increase in gross profit.

We hope to maintain our productivity increase target of 5% year on year in coming years as well. Your Company has made a profit after tax of Rs. 356.14 (Amount in'00,000) for the financial year ended 31.03.2023.

3. Future Outlook

During the financial year 2022-23, Holmarc's research and development activities were vibrant and in full swing. We could complete the development of the below listed nine major products. We are expecting commercial results for these developments in the coming years.

a) Digital In-line Holography microscope (Horizontal configuration)

This system is developed for McGill University, Canada, for tracking the particles from nanometer to several microns in air and liquid and to determine their velocity in 3D. The software helps to create 3D video from a recorded 2D interference video.

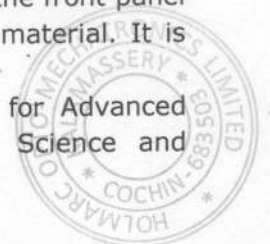
b) Inverted Fluorescence Microscope (Research grade)

This fully automated inverted fluorescence microscope is developed for BITS-Goa and Rathinam College- Coimbatore. This microscope is suitable for laser scanning, diagnostic microbiology, microbial ecology, and multichannel fluorescence applications.

c) Triboelectric Measurement System

Triboelectric measurement system is used to provide cyclical impact on a piezoelectric sample for its characterization. The frequency and the force can be set using the front panel LCD and buttons. The force inducer plate is made of electrically insulating material. It is used for characterization of piezo-electric properties of materials

We developed and supplied the above system to Raja Ramanna Centre for Advanced Technology (RRCAT), Indore and National Institute for Interdisciplinary Science and Technology (NIIST), Trivandrum.



d) Quantum Efficiency and Spectral Response Measurement System

Quantum Efficiency and Spectral Response Measurement System is used to characterize the sensitivity and efficiency of solar cells and photodiodes. We upgraded our existing system with capability to measure both External Quantum Efficiency (EQE) and Internal Quantum Efficient (IQE) of solar cells and photodiodes in infrared region of the solar light spectrum. The system is used for Characterization of solar cells and photodetectors. We supplied the above system to Institute of Plasma Research (IPR) Ahmedabad.

e) Three Sun Solar Simulator (100mm Diameter)

This product has been developed for Department of Chemistry Indian Institute of Technology Bombay, Powai, Mumbai 400076. The main objective of solar simulation technology is to produce illumination approximating natural sunlight in order to provide a controllable indoor test facility under laboratory conditions.. Solar simulators are used in a wide range of research areas including photobiology, photo-oxidation, photodegradation, photovoltaics, and photocatalysis.

f) Automated Spectrometer with Motorized slit

This product has been developed for Spectroscopy Diagnostics Section, Institute for Plasma Research, Gandhinagar. It is used for obtaining high resolution spectrograph for ADITYA-U Tokamak plasma spectral broadening measurements and studies. This triple grating spectrometer is designed for high-resolution spectroscopy, featuring a fully automated system with a dual output port, motorized slit, external triggering, and remote spectral capturing. It enables fast, automated, and continuous scanning over a broad spectral range.

g) Magnet Lab High Tesla Electromagnet

This is a high magnetic field PC controlled electromagnet that can provide fields above 3.27 Tesla @ 5 mm field gap. It is designed to meet industrial, educational, and research needs of very high, uniform field strengths in a wide range of air gaps. This product has been developed against a purchase order from Indian Institute of Science, Bangalore-560012.

h) Magnetic Tweezers set-up

The Magnetic Tweezer apparatus developed by HOLMARC is based on a simple inverted microscope, a set of strong NdFeB Permanent Magnet mounted on motorized translation and rotation stages and a PC computer which drives the motion of the magnets and performs video acquisition and bead tracking. The product has been supplied and installed at School of Biological Sciences, IIT Delhi.



i) Laser Beam Induced Current (LBIC) Measurement System

This system is designed for LBIC and photoluminescence mapping of Perovskite-based solar cells. It features a three-layer system that operates at 405nm, 532nm, and 655nm wavelengths, allowing for qualitative analysis of the solar cells. The product has been developed against a firm purchase order received from Department of Energy Science and Engineering, Indian Institute of Technology, Bombay

j) Infrastructure up gradation- Automated Physical Vapor Deposition System.

As mentioned earlier, we have made capital investments in machineries during the last quarter of 2021. The machineries included Automated Physical vapor deposition (PVD) systems in addition to three standard CNC machines. It was during the financial year 2022-23, we have completed many of the development process using the newly acquired PVD machine. We trained four qualified operators as well during the period.

PVD systems are used for metallic and dielectric thin film coatings on glass substrates. The end products are mirrors, beam splitters, filters etc. The system is also used for creating anti-reflection coatings on lenses.

We hope, commercial results for these efforts will follow in the coming years.

Sales and Production Target for 2023-24

Our organic growth is expected to be only in the range of 10-15% for FY2023-24 without infusion of external capital. With the planned capital infusion for working capital as well as for production machines, we are targeting 40% increase in production and sales during FY 2023-24. Our revenue target for the period is Rs. 40 crores. For the financial year 2024-25, we hope to achieve sales turnover of 60 crores by scaling up production of some of our standard products. As a capital starved and growth suppressed company for many years, we hope fresh infusion of capital will help us to a leap forward with 50% revenue growth for FY 2024-25 to reach our target of Rs. 60 crores sales turn over in the field of laboratory instruments. Please note that total market size for laboratory instruments and equipments in India is around Rs. 15000 crores.

Products chosen for finished goods inventory

We have identified optical microscopes and spectrophotometers as products to be manufactured in batch quantity to be kept as finished goods inventory (Produce and sell mode). Please note that we are operating mostly in "sell and produce mode" at present. Though we have standardized hundreds of products, we start manufacturing after receiving firm purchase orders. This just in time manufacturing mode can result in loss of opportunities as many customers cannot wait for manufacturing lead time. To increase production and sales for the current financial year, we have decided to keep selected models of microscopes and spectro-photometers in stock for immediate dispatch. This is how we hope to achieve our 40% growth target for the current financial year.

Capital Expenditure planned for 2023-24

We are planning to make investment of approximately Rs. 2.5 crores in the financial year 2023-24 for machines and equipment to enhance production capacity as well as productivity. For keeping finished goods stock, we are planning to infuse another Rs. 2.5 crores into our working capital. With these capital investments, we hope we will reach our Rs.40 crores revenue target for the financial year 2023-24.

Our dream is to become a major player in the field of laboratory instruments in India and abroad by the year 2030 by maintaining more than 35% growth year on year. The profit we generate each year is not enough to attain this desired growth. Our company has technology, infrastructure, trained man power, products and market. With additional capital infusion, we are convinced that the desired business growth can be attained and maintained in the long run. During the financial year 2022-23, after much deliberation, we took a final call in this matter. We decided to raise capital from SME capital market by equity dilution. We hope the process can be completed by August 2023. Our target is to raise 11.8 crores by dilution of 28% equity.

4. Share capital:

The Authorised Share Capital of the Company as on 31.03.2023 is Rs. 12,00,00,000/- (Rupees Twelve Crores only) consisting of 1,20,00,000 equity shares of Rs. 10/- each. The issued, subscribed and paid-up capital of the Company is Rs. 7,20,00,000/- (Rupees Seven Crore Twenty Lakhs only) consisting of 72,00,000 equity shares of Rs. 10/- each.

The authorized share capital of the Company was increased from Rs. 2,000,000/- divided into 200,000 equity shares of Rs.10/- each to Rs. 120,000,000/- divided into 12,000,000 equity shares of Rs.10/- each ranking pari-passu with the existing shares in the Annual General Meeting of the Company held on 26.09.2022.

Your Company has issued 70,00,000 equity shares as Bonus Shares on 27.02.2023 to its shareholders pursuant to the resolution passed in Extra-ordinary General Meeting held on 23.12.2022 there by increasing the paid up share capital to Rs. 7,20,00,000/-.

5. Transfer To Reserve:

The Company has not transferred any amount to its reserves during the year.

6. Dividend:

Your directors have recommended a final dividend of 100% of the face value of the shares for the financial year 2021-22 in the Annual General Meeting held on 26.09.2022.

The Board of Directors of your Company had declared and paid to the Shareholders an Interim Dividend amounting to Rs. 21,60,000/- (Rupees Twenty One Lakh Sixty Thousand only) on 29.04.2023.

There were no outstanding amounts that were required to be transferred to Investor Education and Protection Fund (IEPF).

7. Admission of Equity Shares of the Company with Central Depository Services (India) Limited

The equity shares of the Company have been admitted for Demat with the Central Depository Services (India) Limited (CDSL) as per Rule 9A to the Companies (Prospectus and Allotment of Securities) Rules 2014. The International Security Identification Number (ISIN) allotted to the equity shares of the Company by CDSL is **INEOLXA01019**.

8. Details of material Changes and Commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of report:

No Material changes and commitments that affects the financial position of the company have occurred between the end of financial year of the Company to which the report relates and the date of the report other than those mentioned in the Report.

9. Significant or Material Orders Passed by Regulators /Courts/ Tribunal:

During the year under review, there were no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status or operations of the Company in future.

Your Company is continuously monitoring and assessing the impact of COVID-19 pandemic on the business, turnover, profitability and liquidity position at all levels and will be taking all necessary steps in line with various directives issued by the Government and Regulatory Authorities from time to time.

10. Composition of the Board of Directors:

The Board of Directors of the Company comprises of the following directors which are listed as below:

Sl. No.	Directors Name	DIN	Designation
1.	Jolly Cyriac	00409364	Managing Director
2.	Ishach Sainuddin	00409402	Whole-Time Director
3.	Gopala Kurup Unnikrishna Kurup	07622598	Whole-Time Director
4.	Vellachalil Ramakrishnan Sanjaykumar	09257141	Whole-Time Director
5.	Abdul Rasheed Aledath Kochunni	09257188	Whole-Time Director
6.	Jayagosh Unni Srambikkal	09257206	Whole-Time Director
7.	Jim Jose Punnackal Josey	09257264	Whole-Time Director
8.	Lijo George	09257355	Whole-Time Director
9.	Pottekkattu Muhammed Muhammedshafi	09257403	Whole-Time Director

10.	Jaya Jolly	09723618	Whole-Time Director
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Smt. Jaya Jolly (09723618) was appointed as the Whole-time Director of the Company in the Annual General Meeting held on 26/09/2022. Sri. Ishach Sainuddin has been appointed as the Chief Financial Officer of the Company with effect from 31/01/2023.

Sri. Jim Jose Punnackal Josey (09257264) and Sri. Lijo George (09257355) retires at the ensuing Annual General Meeting and have offered themselves for re-appointment.

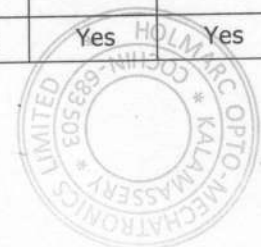
Ms. Parvathy V was appointed as Company Secretary of the Company on 29.09.2022.

Your Company was not required to constitute any committees as envisaged under various provisions of the Companies Act, 2013 and Rules made there under.

11. Number of meetings of the Board:

The Board met eight (8) times during the period under review on 10/05/2022, 17/08/2022, 29/08/2022, 29/09/2022, 01/12/2022, 31/01/2023, 27/02/2023 and 24/03/2023. The respective attendance of directors in the meeting was as follows:

Sl. No.	Name of Director	10/05/22	17/08/22	29/08/22	29/09/22	01/12/22	31/01/23	27/02/23	24/03/23
1.	Jolly Cyriac	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2.	Ishach Sainuddin	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Gopala Kurup Unnikrishna Kurup	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4.	Jayagosh Unni Srambikkal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
5.	Vellachalil Ramakrishnan Sanjaykumar	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
6.	Abdul Rasheed Aledath Kochunni	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
7.	Jim Jose Punnackal Josey	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
8.	Lijo George	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
9.	Pottekkattu Muhammed Muhammedshafi	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
10.	Jaya Jolly	NA	NA	NA	Yes	Yes	Yes	Yes	Yes



12. Directors' Responsibility Statement:

Pursuant to the requirements under Section 134 (5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for period 2022-23.
- iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv) The directors had prepared the annual accounts on a going concern basis;
- v) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

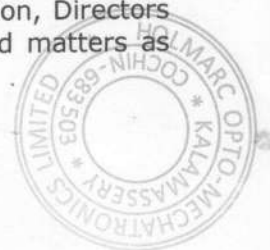
13. Declaration by Independent Directors:

During the reporting period your Company was not required to appoint Independent Directors under Section 149 (4) of Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company proposes to appoint 5 (five) Independent Directors in the ensuing Annual General Meeting to the Board of Directors of the Company. The Company has received declarations from the proposed appointees pursuant to the provisions of Section 149 of the Companies Act, 2013 and Rules made thereunder.

14. Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178:

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.



15. Extracts of Annual Return:

The Extract of the Annual Return in Form MGT 9 is not attached to this Report as the same has been dispensed with vide amendment to Rule 12 of the Companies (Management and Administration Rules) 2014 dated 05th March, 2021. The Annual Return in Form MGT 7 shall be physically accessible at the Registered Office of the Company on request during the working hours of the Company upon its filing with the ROC after the Annual General Meeting.

16. Particulars of Employees:

The provisions as envisaged under Section 197 (12) read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to your Company. Hence the disclosure with reference to the particulars of employees is not attached to this report.

17. Particulars of loans, guarantees or investments under section 186:

Your Company has not given any loan or given any guarantee or provided security in connection with any loan to any person or body corporate during the period under review as envisaged under Section 186 of the Companies Act, 2013. The detail of investments is provided in Note 12 to the financial statements which are as follows:

Sl.No	Name	Type of Investment	Investment Amount (in Rs.)
1	KSFE Ltd.	Other Investments	29,72,460/-

18. Details of Associate Companies/ Subsidiary Companies/ Joint Ventures

As on 31.03.2023 your Company has no associate Companies, Subsidiaries or joint ventures. No other companies have become or ceased to be associates or subsidiaries or joint ventures of the Company during the year under review.

19. Statutory Auditors:

M/s. Joseph and Co, Chartered Accountants, was appointed for a term of 5 years in the Annual General Meeting of the Company held on 30.09.2019. M/s. Joseph and Co, Chartered Accountants resigned as Statutory Auditors with effect from 30.11.2022. The Board of Directors then appointed M/s. G. Joseph & Associates, Chartered Accountants (FRN 006310S) as the Statutory Auditors of the Company in the casual vacancy caused due to resignation of the erstwhile auditors M/s. Joseph and Co. Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder M/s. G. Joseph & Associates, Chartered Accountants (FRN 006310S) holds office upto the ensuing Annual General Meeting. M/s. G. Joseph & Associates, Chartered Accountants (FRN 006310S) has expressed their willingness to be appointed as Statutory Auditors of the Company and have submitted their consent cum certificate as per the provisions of the Companies Act, 2013. Your Board proposes to

appoint them for a period of 5 years in the ensuing Annual General Meeting on such remuneration as may be decided by the Board in consultation with the Auditors.

There were no qualifications, reservations, adverse remarks or disclaimer made by the Auditors in their report.

20. Particulars of contracts or arrangements made with Related Parties:

The particulars of contracts or arrangements with Related Parties in Form AOC 2 as referred to in sub-section (2) of Section 188 of the Companies Act, 2013 read with Rule 8 (2) of Companies (Accounts) Rules, 2014 is attached to this report.

21. Conservation of Energy, technology absorption, foreign exchange earnings and outgo:

The information under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, for the financial year ended 31.03.2023 is given below:

- i. Conservation of Energy:** Your Company is committed to conserve energy in all its operations. Your Company has been looking forward to utilize alternate sources of energy. During the period under review no capital investments on energy conservation equipments have been made.
- ii. Technology Absorption:** Your Company has an in house team as also equipments for carrying out various activities at its facilities as well as in the activities connected with expansion programmes that the Company undertakes. There is a continuous process of research to optimize the engineering for these projects with the intention of improving efficiencies and reducing costs of the equipments and operations. The Company also aims to improve efficiencies in its activities so as to reduce the time taken and costs. In this process the Company also intends to adopt technologies which would contribute towards improvement of efficiencies. During the period no separate expenditure has been incurred as to research and development.
- iii. Foreign Exchange Earnings and outgo:** The foreign exchange earnings during the year under review is Rs. 510.07 lakhs and foreign exchange outgo during the year is Rs. 162.45 lakhs.

CONSERVATION OF ENERGY	
The steps taken or impact on conservation of energy	NA
The steps taken by the company for utilising alternate sources of energy	NA
The capital investment on energy conservation equipment	NA
TECHNOLOGY ABSORPTION	
The efforts made towards technology absorption	The Company's Department of Research and Development has developed following



	<p>new instruments in association with Educational/Research Institutions in India:</p> <p>1) A rubbing machine using the technical knowhow of University of Hyderabad.</p> <p>2) Roundness Tester with the technical knowhow of Amrita Vishwa Vidyapeethom, Kollam.</p> <p>3) An Industrial Grade Electrospinning Machine which is being used by Sastra University, Thanjavoor for developing pharmaceutical fabrics.</p> <p>4) An Electro Hydrogen Leak Detector with the technical knowhow of National Institute For Interdisciplinary Science and Technology (NIIST)</p>
The benefits derived like product improvement, cost reduction, product development or import substitution	Rubbing machine and Industrial Grade Electrospinning Machine – Product Development and Import Substitute.
The details of technology imported	NA

22. Corporate Social Responsibility:

The provisions as mentioned in Section 135 of the Companies Act, 2013 are not applicable to the Company.

23. Risk Management:

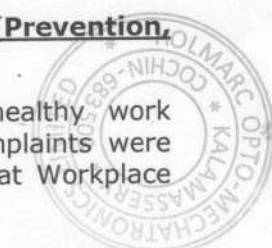
Risks are an integral part of business and it is imperative to manage these risks at acceptable levels in order to achieve business objectives. The risks to which the Company is exposed are both external and internal. Your Company has an in-house Risk Management procedure wherein all material risks faced by the Company are identified and assessed. Major risks identified are addressed and monitored by the Board of Directors of the Company.

24. Deposits:

The Company has not accepted or invited any deposits as per Companies Act, 2013 during the financial year and no amount has remained unpaid or unclaimed as at the end of the financial year.

25. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company is committed in providing and promoting a safe and healthy work environment for all its employees. During the period under review no complaints were received or disposed off as envisaged under Sexual Harassment of Women at Workplace (Prevention & Redressal) Act, 2013.



26. Fraud Reporting:

Your Company has not entered into transactions which are fraudulent, illegal or violative of the Company's Code of Conduct. During the period under review no frauds have occurred in the Company and no frauds were reported by the Auditors of the Company.

27. Compliance with Secretarial Standards

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board meetings and General Meetings.

28. Disclosure of Maintenance of Cost Records:

The disclosure as to whether the maintenance of cost records as specified by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013 is not applicable to your Company.

29. Other disclosures:

- a) There was no change in the nature of business during the financial year.
- b) There were no deposits which were not in compliance with requirements of Chapter V of the Companies Act, 2013.
- c) The Company has adequate internal financial controls to commensurate the business.
- d) The provision with respect to Secretarial Audit is not applicable.

30. Acknowledgement:

Your Directors express their appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, clients and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the employees of the Company.

For and on behalf of the Board of Directors



**JOLLY CYRIAC
MANAGING DIRECTOR
DIN: 00409364**



**ISHACH SAINUDDIN
WHOLE TIME DIRECTOR
DIN: 00409402**

Kochi
23/05/2023



**PARVATHY V
COMPANY SECRETARY**



Form No. AOC-2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2)
of the Companies (Accounts)
Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.


1. Details of contracts or arrangements or transactions not at Arm's length basis: **NA**


2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party	Cyriac and Cyriac
b)	Nature of relationship	Firm in which Managing Director's Brother is a Partner
c)	Nature of contracts/arrangements/transaction	Legal Retainership Agreement
d)	Duration of the contracts/arrangements/transaction	Termination upon Notice
e)	Salient terms of the contracts or arrangements or transaction including the value, if any	M/s Cyriac and Cyriac has been appointed as a retainer providing Legal and Advisory Services. They shall be paid a fee of Rs. 25,000 (Rupees Twenty Five Thousand) per month.
f)	Date of approval by the Board	29.08.2022
g)	Amount paid as advances, if any	NA

For and on behalf of the Board of Directors


JOLLY CYRIAC
MANAGING DIRECTOR
DIN: 00409364


ISHACH SAINUDDIN
WHOLE TIME DIRECTOR
DIN: 00409402


PARVATHY V
COMPANY SECRETARY

Kochi
23/05/2023



G. JOSEPH & ASSOCIATES

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of **HOLMARC OPTO-MECHATRONICS LIMITED**
Report on the Audit of Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Holmarc Opto-Mechatronics Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and the notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us the aforesaid standalone financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, and its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standard of Auditing (SAs) specified under section 143(10) of the Act. Our responsibility under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

Management's responsibility for the standalone financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



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In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



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Report on Other Legal and Regulatory Requirements

- A. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A' statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- B. As required by Section 143 (3) of the Act, we report that:
- 1 We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - 2 In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - 3 The company does not have any branches which has not been audited by us and so provisions of section 143(8) are not applicable to the company.
 - 4 The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - 5 In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - 6 On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - 7 As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order
- C. With respect to the matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
- 1 The Company does not have any pending litigations which would impact its financial position;
 - 2 The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - 3 There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
 - 4 The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - 5 The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



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6 Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

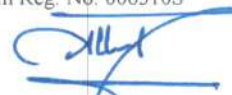
7 The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.

D With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

E Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For G Joseph & Associates
Chartered Accountants
Firm Reg. No. 006310S


Allen Joseph
Partner
228498

UDIN: 23228498BGXQZU2614

Place: Kochi

Date : May 23, 2023



ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT IN TERMS OF SECTION 143(11) OF THE COMPANIES ACT, 2013

- (i) (a) i. The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
ii. The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) The Company has a program of physical verification of property and plant and equipment so as to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property and plant and equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us, the title deeds of all the immovable properties are held in the name of the Company.
- (d) The Company has not revalued its Property and Plant and Equipment or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, during the year, from banks or financial institutions on the basis of security of current assets.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not made any investments, guarantee, security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- (iv) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not provided any loans, guarantees, securities to parties covered under section 185 and 186. Also, none of the investments by the Company attract the provisions of section 186 of the Act.
- (v) In our opinion and according to the information and explanations given to us, no deposits or amounts which are deemed to be deposits within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 have been accepted by the Company.
- (vi) The provisions regarding maintenance of cost records under sub-section (1) of section 148 of the Companies Act are not applicable to the Company.
- (vii) (a) According to the records of the Company, undisputed statutory dues including Goods and Service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, customs duty, excise duty, value added tax, cess and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information's and explanations given to us there were no statutory dues on the last day of the financial year outstanding for a period of more than six months from the date they became payable.
- (b) As stated in Note No. 32 of the financial statements, the Company has not deposited an amount of Rs.19,18,292 towards building tax claimed by the Kalamassery Municipality pertaining to the period 2013-14 to 2015-16 on account of dispute. The appeal filed by the Kalamassery Municipality is presently pending before the Honourable High Court of Kerala.



G. JOSEPH & ASSOCIATES

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- (viii) According to the information and explanation given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961, as income during the year. Accordingly, reporting under clause 3(viii) of the order does not arise.
- (ix) (a) Based on our audit procedures and on the basis of information and explanations given to us and on the basis of our examination of the records, we are of the opinion that the Company has not defaulted in the repayment of loans or other borrowings or in the repayment of interest thereon to the lenders and hence reporting under clause 3(ix) of the Order is not applicable to the Company.
- (b) On the basis of information and explanations given to us and on the basis of our examination of the records, the Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- (c) On the basis of information and explanations given to us and on the basis of our examination of the records, term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any money by way of initial public offer and through debt instruments by way of further public offer during the year or during earlier years.
- (b) Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. The Company has however made an issue of bonus shares to its existing shareholders.
- (xi) (a) Based on the audit procedures performed and the information and explanation given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.
- (b) No report under section 143(12) of Companies Act, 2013 read with rule 13 of Companies (Audit and Auditors) Rules, 2014 has been filed by the auditors with the Central Government.
- (c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received any whistle-blower complaints during the year.
- (xii) The Company is not a Nidhi Company and therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) Based on the audit procedures performed and the information and explanation given to us, the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.
- (xiv) The Company has an internal audit system although it is not required to have an internal audit system as per provisions of the Companies Act 2013.
- (xv) Based on the audit procedures performed and the information and explanation given to us, we report that the Company has not entered into any non-cash transactions with its directors/director of the company or associate company/a person connected with the Director during the year.



G. JOSEPH & ASSOCIATES

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- (xvi) a. According to the information and explanations provided by the management of the Company, the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934 (2 of 1934) and therefore, the provisions of clause 3 (xvi)(a) of the Order are not applicable to the Company.
- b. According to the information and explanations provided by the management of the Company, the Company has not conducted any Non- Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c. According to the information and explanations provided by the management of the Company, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence reporting under clause 3(xvi)(c) is not applicable to the Company.
- d. According to the information and explanations provided by the management of the Company, the Company does not have any CICs as part of the Group. We have not, however, separately evaluated whether the information provided to us is accurate and complete.
- (xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) During the year, the Company's previous statutory auditors had resigned. No issues, objections or concerns were raised by the outgoing auditors of the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) Based on the audit procedures performed and the information and explanation given to us, we report that the Company has no liability to maintain fund according to the provision of section 135 of Companies Act , 2013.

For G Joseph & Associates
Chartered Accountants
Firm Reg. No. 006310S



Allen Joseph
Partner
228498

UDIN: 23228498BGXQZU2614
Place: Kochi
Date : May 23, 2023



G. JOSEPH & ASSOCIATES

Chartered Accountants

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF HOLMARC OPTO-MECHATRONICS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Holmarc Opto-Mechatronics Limited ("the Company") as of 31st March, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



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Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

UDIN: 23228498BGXQZU2614
Place: Kochi
Date : May 23, 2023



For G Joseph & Associates
Chartered Accountants
Firm Reg. No. 006310S

A handwritten signature in blue ink, appearing to read "Allen Joseph", written over a horizontal line.

Allen Joseph
Partner
228498

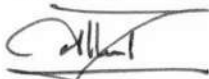
HOLMARC OPTO-MECHATRONICS LIMITED
H. M. T. INDUSTRIAL ESTATE KALAMASSEREY, COCHIN -683503
CIN: U33125KL1993PLC006984

Balance Sheet as at March 31, 2023

Particulars	Note No.	Amount in ₹ '00,000	
		31-Mar-23	31-Mar-22
Equity & Liabilities			
1. Shareholders Fund			
a) Share capital	1	720.00	20.00
b) Reserves and surplus	2	439.93	803.80
Total Shareholder's Fund		1,159.93	823.80
2. Non Current Liabilities			
a) Long Term Borrowings	3	99.83	128.64
b) Deferred Tax Liability	4	-	-
c) Long Term Provisions	5	138.67	258.68
Total Non Current Liabilities		238.51	387.32
3. Current Liabilities			
a) Short Term Borrowings	6	33.85	77.73
b) Trade Payables	7	40.24	28.33
c) Other Current Liabilities	8	122.79	112.32
d) Short Term Provisions	9	63.53	37.82
Total Current Liabilities		260.42	256.20
Total Equity & Liability		1,658.86	1,467.32
4. Non-Current Assets			
a) Fixed Assets			
- Tangible Assets		484.75	542.76
- Intangible Assets	10	0.17	0.40
- Work-In-Progress		-	-
b) Non - current Investments	11	29.73	29.73
c) Deferred Tax Assets (Net)	4	52.35	70.38
d) Other Non- current Assets	12	16.37	15.66
Total Non Current Assets		583.37	658.94
5. Current assets			
a) Inventories	13	210.91	160.10
b) Trade Receivables	14	612.81	459.34
c) Cash and Cash Equivalents balances	15	227.60	158.98
d) Short Term Loans and advances	16	10.78	13.40
e) Other Current Assets	17	13.39	16.56
Total Current Assets		1,075.49	808.38
Total Assets		1,658.86	1,467.32

The accompanying notes form an integral part of the financial statements

As per our audit report of even date
For, G Joseph & Associates
Chartered Accountants
Firm Reg. No: - (FRN 006310S)



Allen Joseph
Partner
M No. 228498


Place: - Kochi
Date: - 23-05-2023



For and Behalf of Board of Directors
HOLMARC OPTO MECHATRONICS LIMITED


Jolly Cyriac
Managing Director
DIN:00409364


Ishach S
Director & CFO
DIN:00409402


Gopala Kurup Unnikrishna Kurup
Wholetime Director
DIN:07622598


Company Secretary

HOLMARC OPTO-MECHATRONICS LIMITED
H. M. T. INDUSTRIAL ESTATE KALAMASSEREY, COCHIN -683503
CIN: U33125KL1993PLC006984

Statement of Profit and loss for the year ended 31 March 2023

Amount in ₹ '00,000

Particulars	Note No.	Amount in ₹ '00,000	
		31-Mar-23	31-Mar-22
Income			
Revenue from Operations	18	2,903.67	2,102.34
Other Income	19	14.77	15.50
Total Revenue		2,918.44	2,117.84
Expenditure			
Cost of Material Consumed	20	792.70	502.04
Change in Inventories	21	(74.89)	11.57
Employee Benefit Expenses	22	1,222.95	991.07
Financial Charges	23	23.92	16.22
Depreciation & Amortisation Expenses	-	84.99	63.74
Other Expenses	24	461.11	311.95
Total Expenses		2,510.80	1,896.59
Profit Before Tax and Extraordinary Items		407.65	221.25
Extraordinary Items		-	-
Prior period Income / (Expense)	25	73.84	-
Profit After Extraordinary Items before Taxation		481.49	221.25
Provision for Current Tax	26	107.32	69.34
Provision for Deferred Tax		18.03	(3.29)
Total		125.35	66.06
Net Profit After Tax		356.14	155.19
Earning per Equity share : (10/- each)	27		
1. Basic		4.95	2.16
2. Diluted		4.95	2.16
Number of shares used in computing per share			
1. Basic		72,00,000	72,00,000
2. Diluted		72,00,000	72,00,000

The accompanying notes form an integral part of the financial statements

As per our audit report of even date


For, G Joseph & Associates

Chartered Accountants

Firm Reg. No: - (FRN 006310S)

For and Behalf of Board of Directors

HOLMARC OPTO MECHATRONICS LIMITED


Jolly Cyriac
 Managing Director
 DIN:00409364


Ishach S
 Director & CFO
 DIN:00409402


Gopala Kurup Unnikrishna Kurup
 Wholetime Director
 DIN:07622598


Company Secretary


Allen Joseph
 Partner
 M No. 228498

Place: - Kochi
 Date: - 23-05-2023



HOLMARC OPTO-MECHATRONICS LIMITED
H. M. T. INDUSTRIAL ESTATE KALAMASSEREY, COCHIN -683503
CIN: U33125KL1993PLC006984

Statement of Cash Flows for the year ended March 31, 2023

Particulars	31-Mar-23	31-Mar-22
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax as per Profit & Loss A/c	481.49	221.25
Adjusted for :		
a. Depreciation	84.99	63.74
b. Interest Expenses & Finance Cost	23.92	13.60
c. Interest & Other Income	(6.81)	(2.51)
d. Long Term Provisions	(120.01)	12.30
e. Other Adjustments	-	-
Operating profit before working capital changes	463.59	308.39
Adjusted for :		
a. Decrease /(Increase) in Inventories	(50.81)	(59.76)
b. Decrease / (Increase) in trade receivable	(153.48)	48.87
c. Decrease / (Increase) in Current Investments	-	-
d. (Increase) / Decrease in short term loans and advances	2.62	17.47
e. Increase / (Decrease) in Trade Payables	11.91	(9.02)
f. Increase / (Decrease) in short term provisions	25.72	14.09
g. Increase / (Decrease) in other current liabilities	10.47	27.46
h. (Increase) / Decrease in Other Current Assets	3.18	(15.66)
Cash generated from operations	313.19	331.84
Net Income Tax (Paid)/Refund	(107.32)	(69.34)
Net Cash Generated/(Used) From Operating Activities (A)	205.88	262.49
B. CASH FLOW FROM INVESTING ACTIVITIES		
a. (Purchase) Sale of Fixed Assets	(26.75)	(197.58)
b. (Purchase) / Sale of non-current investment	-	(4.71)
c. (Increase) / Decrease in Other Non Current Assets	(0.71)	9.07
d. (Increase) in Misc. Expenses		
e. Interest & Other Income	6.81	2.51
Net Cash Generated/(Used) From Investing Activities (B)	(20.64)	(190.70)
C. CASH FLOW FROM FINANCING ACTIVITIES		
a. Interest & Finance Cost	(23.92)	(13.60)
b. Dividend Paid	(20.00)	(20.00)
c. (Repayments) / proceeds of long term borrowings	(28.81)	90.25
d. (Repayments) / proceeds of short term borrowings	(43.87)	(50.14)
Net Cash Generated/(Used) From Financing Activities (C)	(116.61)	6.51
Net Increase / (Decrease) in cash and cash equivalents	68.62	78.30
Cash and cash equivalents at the beginning of the year	158.98	80.67
Cash and cash equivalents at the end of the year	227.60	158.98

As per our audit report of even date
For, G Joseph & Associates
Chartered Accountants
Firm Reg. No: - (FRN 006310S)


Allen Joseph
Partner
M No. 228498


Place: - Kochi
Date: - 23-05-2023



For and Behalf of Board of Directors
HOLMARC OPTO MECHATRONICS LIMITED

 Jolly Cyriac
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Company Secretary

HOLMARC OPTO-MECHATRONICS LIMITED

CIN: U33125KL1993PLC006984

Notes

To financial statements for the year ended March 31, 2023

A Corporate information

Holmarc Opto-Mechatronics Limited (hereinafter referred to "the Company") was incorporated on 11-02-1993 under the Indian Companies Act, 1956 in the State of Kerala. The company is engaged in the manufacture of scientific and engineering instruments for research, industry and education.

B Summary of significant accounting policies

B.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and except for the changes in accounting policy discussed more fully below, are consistent with those used in the previous period. The Company has prepared the financial statements on a going concern basis.

B.2 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

B.3 Tangible fixed assets

Fixed assets are stated at cost, less accumulated depreciation and impairment loss if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs, if any, relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

B.4 Depreciation on tangible fixed assets

Depreciation is provided using the Written Down Value Method ('WDV') as per the useful life prescribed in Schedule II of the Companies Act, 2013.

B.5 Intangible assets and amortization

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, the intangible assets are carried at cost less accumulated amortization and accumulated impairment, if any. The amortization period and method are reviewed at each Balance Sheet date. If the expected useful life of the asset is significantly different from the previous estimates, the amortization period is changed accordingly.

B.6 Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

B.7 Inventories

Inventories are valued at lower of cost and net realisable value whichever is lower, cost is determined on FIFO basis.

B.8 Revenue recognition

Sales:

Revenue from sale of products is recognised when significant risks and rewards of ownership are passed to the buyer.

Rental Income:

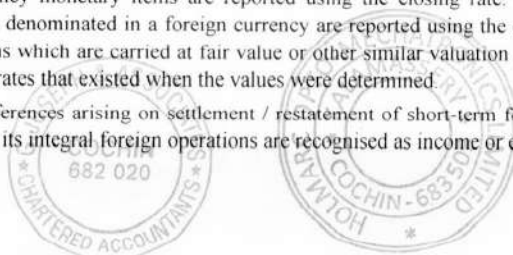
Rental income, if any, is recognised on a straight-line basis over the lease term.

Interest:

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

B.9 Foreign currency transactions

- i. Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.
- ii. Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.
- iii. Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognised as income or expense in the Statement of Profit and Loss.



B.10 Retirement and other employee benefits

Retirement benefits in the form of provident fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions are due. There are no obligations other than the aforementioned contribution payable.

B.11 Income Taxes

Tax expense comprises current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities across various countries of operation are not set off against each other as the company does not have a legal right to do so. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

B.12 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

B.13 Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

B.14 Cash flow statement

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. In the cash flow statement, cash and cash equivalents consist of cash in hand, cheques on hand, balances with banks in current accounts and demand deposits .

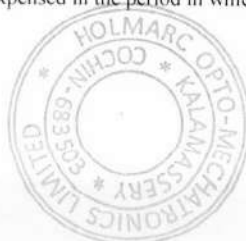
B.15 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. A disclosure is made for a contingent liability when there is a:

- a) possible obligation, the existence of which will be confirmed by the occurrence/non-occurrence of one or more uncertain events, not fully with in the control of the Company;
- b) present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- c) present obligation, where a reliable estimate cannot be made.

B.16 Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur .



1 Share Capital

a) Particulars	31-03-2023	31-03-2022
Authorised Capital		
1,20,00,000 Equity shares of ₹10/- each (Previous year -2,00,000 shares of ₹ 10 each)	1,200	20
Issued, Subscribed & Fully Paid-up		
72,00,000 Equity shares of ₹10/- each (Previous year -2,00,000 shares of ₹ 10 each)	720	20

Note:

The Company has only one class of equity shares of par value ₹10/- each. Each equity shareholder is entitled to one vote per share held, and on liquidation entitled to receive balance of net assets remaining after settlement of all debts, creditors & preferential amounts, proportionate to their respective shareholding.

b) Reconciliation of No. of Shares Outstanding at the end of the year	(No. of Equity Shares)	
Particulars	31-03-2023	31-03-2022
Shares outstanding at the beginning of the year	2,00,000	2,00,000
Shares issued during the year	-	-
Bonus shares issued during the year	70,00,000	-
Share outstanding at the end of the year	72,00,000	2,00,000

c) Details of Shareholding more than 5% of the aggregate shares in the company	31-03-2023	31-03-2022
Jolly Cyriac		
No. of Shares	37,00,800	1,03,000
% of Holding	51.40%	51.50%
Ishach S.		
No. of Shares	25,84,800	72,000
% Holding	35.90%	36.00%

d) Aggregate number of bonus shares issued:	During the Year Ended
Particulars	31-03-2022
70,00,000 equity shares of Rs. 10/- each, was issued as bonus shares, in the proportion of 35 equity shares for every 1 existing equity share held by the members of the Company.	31-03-2022

e) Shares held by promoters at the end of the year	No. of Shares	% of total shares	% Change during the year
Promoter name			
Jolly Cyriac	37,00,800	51.40%	0.10%
Ishach .S	25,84,800	35.90%	0.10%

2 Reserves & Surplus

Particulars	31-03-2023	31-03-2022
Statement of Profit & Loss		
Opening balance	801.04	665.85
Add: Profit for the year	356.14	155.19
Total	1,157.18	821.04
Less: Utilised for Bonus Issue	700.00	-
Less: Dividend Paid	20.00	20.00
Balance as at the end of the year	437.18	801.04
Capital Reserves	2.75	2.75
Total Reserve & Surplus	439.93	803.80



3 Long Term Borrowings

Particulars	Non- Current Portion		Current Portion	
	31-03-2023	31-03-2022	31-03-2023	31-03-2022
Secured Loans from Bank/FIs				
Canara Bank 170002829489 - Term Loan	74.39	89.29	18.18	19.49
Canara Bank - 170002369836 - GECL	12.92	15.00	2.08	-
Canara Bank - 2339755000057-Term Loan	2.97	7.34	4.57	5.00
Canara Bank -2339753000013 - Term Loan	-	-	-	2.08
Vehicle Loans from Kotak Mahindra Prime Ltd	9.56	17.02	7.75	7.11
Total	99.83	128.64	32.58	33.68

Notes

I. Canara Bank Limited

- a) The Company has availed Canara Bank - Loan in account No.170002829489 which is repayable in 60 monthly instalment of Rs. 2,57,563 each till 15-Dec-2026, current rate of interest for the loan is 9.7%, this loan is secured by Plant and machinery.
- b) The Company has availed Canara Bank - Loan / GECL in A/c No.170002369836 which is repayable in 60 monthly installements of Rs. 41,667 each till 25-Nov-2026, current rate of interest for the loan is 7.5%. This loan is primarily secured by Stock and Book debts.
- c) The Company has availed Canara Bank Loan in A/c No. 2339755000057 which is repayable in 60 monthly installements of Rs. 47,538 each till 4-Aug-2026, current rate of interest for the loan is 7.5%. This loan is secured by stock and book debts.

II. Vehicle loan from Kotak Mahindra Prime Ltd

- a) The Company has availed Vehicle Loan which is repayable in roughly 60 installements of Rs. 30,989, each till 5 April 2024, current rate of interest for the loan is 8.16%, this loan is secured by the way of hypothication of vehicle.
- b) The Company has availed a vehicle loan which is repayable in roughly 60 installements of Rs. 42,711, each till 1 Feb 2026, current rate of interest for the loan is 6.25%, this loan is secured by the way of hypothication of vehicle.

4 Deferred Tax Liabilities/Assets

Particulars	31-03-2023	31-03-2022
Deferred Tax Assets/Liabilities Provision		
Depreciation As Per Companies Act 2013	84.99	63.74
Depreciation As Per Income tax Act	73.43	62.98
Difference in WDV	(11.56)	(0.76)
Gratuity Provision As Per Companies Act 2013	(19.43)	60.90
Gratuity Paid	61.50	48.61
Difference in Provision for gratuity	80.93	(12.30)
Other adjustments	-	0.42
(Deferred Tax Asset) / Deferred Tax Liability	18.03	(3.29)
Deferred Tax Assets Provision		
Opening Balance	(70.38)	(67.10)
Add: Provision for the year	18.03	(3.29)
Closing Balance of (DTA)/DTL	(52.35)	(70.38)

5 Provisions

Particulars	Non- Current Portion		Current Portion	
	31-03-2023	31-03-2022	31-03-2023	31-03-2022
Long Term Provisions				
Provision for Gratuity	138.67	258.68	39.08	-
Provision for Income Tax (Net of tax paid in advance)	-	-	24.45	37.82
Total	138.67	258.68	63.53	37.82



6 Short Term Borrowings

Particulars	31-03-2023	31-03-2022
Loan from Bank Repayable on demand		
Canara Bank		
-Overdraft	-	40.92
-Credit Card	1.27	3.13
Current maturities of long-term debt	32.58	33.68
Total	33.85	77.73

Notes :

a) Overdraft facility from Canara Bank Limited

Overdraft facility sanctioned to the tune of Rs. 150,00,000 from Canara Bank is secured by way of charge on the stock and book debts of the company. This facility carries an interest rate of RLLR 6.90% + 2.40%

b) Credit card facility from Canara Bank Limited

Credit facility sanctioned to the tune of Rs. 2,00,000 from Canara Bank is secured by way of charge on the stock and book debts of the company. This facility carries an interest rate of I-MCLR-6M+1 % i.e presently 8.25% per annum.

Note no . 7 on trade payables has been set out as a separate sheet

8 Other Current Liabilities

Particulars	31-03-2023	31-03-2022
Advance from customer	56.50	62.32
Audit Fees Payable	5.25	1.80
Statutory Dues Payable	34.40	28.81
Salary & Wages Payable	26.64	19.39
Total	122.79	112.32

9 Short Term Provision

Particulars	31-03-2023	31-03-2022
Provision for Gratuity	39.08	-
Provision for Income Tax Current Year	24.45	37.82
Total	63.53	37.82

Note no . 10 on fixed assets has been set out as a separate sheet

11 Non - current Investments

Particulars	31-03-2023	31-03-2022
Investments In Government Or Trust Security	0.01	0.01
Other Investments		
Investment in Chits of KSFE	29.72	29.72
Total	29.73	29.73

12 Other Non-current Assets

Particulars	31-03-2023	31-03-2022
Security Deposits	8.95	8.34
Rent Deposit	7.42	7.32
Total	16.37	15.66

13 Inventories

Particulars	31-03-2023	31-03-2022
Finished Goods	46.30	37.07
Work in progress	65.65	-
Raw materials	98.95	123.03
Total	210.91	160.10

Note no .14 on trade receivables has been set out as a separate sheet



7 Trade Payables

Particulars	31-03-2023	31-03-2022
MSME Creditors	-	-
Other Creditors	40.24	28.33
Total	40.24	28.33

Trade Payable ageing schedule as at 31 March 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-
Others	39.40	0.84	-	-	40.24
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total	39.40	0.84	-	-	40.24
MSME - Undue	-	-	-	-	-
Others - Undue	-	-	-	-	-
Total	39.40	0.84	-	-	40.24

Amount in ₹ '00,000

Trade Payable ageing schedule as at 31 March 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-
Others	28.33	-	-	-	28.33
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total	28.33	-	-	-	28.33
MSME - Undue	-	-	-	-	-
Others - Undue	-	-	-	-	-
Total	28.33	-	-	-	28.33



10 Fixed assets Amount in ₹ '00,000

Name of Assets	Gross Block		As on 31-Mar-23	As on 01-Apr-22	Depreciation and Amortization Deduction for the year	As on 31-Mar-23	As on 31-Mar-23	Net Block As on 31-Mar-22
	Addition	Deduction						
(i) Property, Plant and Equipment								
Building	-	-	401.66	152.51	23.94	176.46	225.20	249.14
Plant and Equipment	13.10	-	493.92	227.61	47.00	274.61	219.31	253.21
Furniture and Fixtures	6.87	-	43.70	32.02	1.64	33.66	10.04	4.80
Vehicles	-	-	64.90	40.36	6.06	46.42	18.48	24.55
Office equipment	3.19	-	10.86	1.87	3.86	5.73	5.13	5.80
Computers	3.59	-	42.73	36.10	2.26	38.36	4.37	3.05
Land	2.22	-	2.22	-	-	-	2.22	2.22
Total	1,033.24	26.75	1,059.98	490.47	84.77	575.24	484.75	542.76
Previous Year	835.93	197.30	1,033.24	427.00	63.47	490.47	542.76	408.93
(ii) Intangible Assets								
Computer software	-	-	1.42	1.02	0.23	1.25	0.17	0.40
Total	1.42	-	1.42	1.02	0.23	1.25	0.17	0.40
Previous Year	1.15	0.27	1.42	0.75	0.27	1.02	0.40	0.40

All of the Company's immovable properties are held in its own name



14 Trade Receivables

Particulars	31-03-2023	31-03-2022
Secured & Considered Good	-	-
Unsecured & Considered Good	612.81	459.34
Total	612.81	459.34

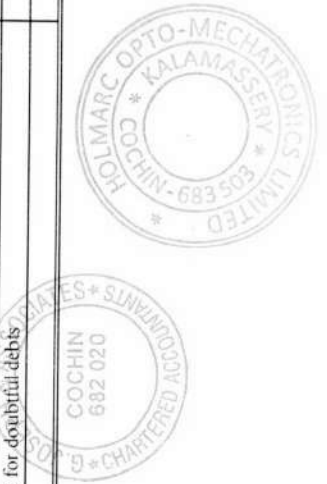
Trade Receivables ageing schedule as at 31 March 2023

Amount in ₹ '00,000

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	547.89	43.29	15.26	1.82	4.55	612.81
Undisputed Trade Receivables- considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total	547.89	43.29	15.26	1.82	4.55	612.81
Not due - considered good						
Not due - considered doubtful						
Provision for doubtful debts						
Total	547.89	43.29	15.26	1.82	4.55	612.81

Trade Receivables ageing schedule as at 31 March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	427.33	16.34	7.78	6.64	1.26	459.34
Undisputed Trade Receivables- considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
Sub total	427.33	16.34	7.78	6.64	1.26	459.34
Not due - considered good						
Not due - considered doubtful						
Provision for doubtful debts						
Total	427.33	16.34	7.78	6.64	1.26	459.34



15 Cash and Cash Equivalents

Particulars	31-03-2023	31-03-2022
Cash In Hand	0.32	0.35
Balance With Banks (in Current Accounts)	47.46	6.17
Bank Deposit With Less than 12 Months Maturity	179.82	152.46
Total	227.60	158.98

Notes :

Fixed Deposits subject to first charge to secure the Company's overdraft facility.

16 Short Term Loans and Advances

Particulars (Unsecured , considered good)	31-03-2023	31-03-2022
Loans and Advances		
Advance To Suppliers And Contractors	10.73	12.79
Salary Advance	0.05	0.61
Total	10.78	13.40

17 Other Current Assets

Particulars	31-03-2023	31-03-2022
Security Deposit		
Deposit	1.26	1.50
Electrical Deposit	4.67	1.14
Rent Deposit	4.00	4.00
Classic Tooling - Deposit	1.04	2.50
EMD Deposit	1.02	0.88
Sales Tax -Deposit	0.52	0.52
Amount Receivable from Governmental authorities		
GST Deposit	-	5.69
TDS Refundable	0.87	0.33
Total	13.39	16.56



18 Revenue from operations	Amount in ₹ '00,000	
	31-03-2023	31-03-2022
Particulars		
Sales and service		
- Domestic Sales of Goods	2,338.46	1,734.12
- Service	4.27	-
- Export Sales of goods	468.34	306.05
- Freight & packing charges	92.60	62.17
Total	2,903.67	2,102.34
19 Other Income		
Particulars	31-03-2023	31-03-2022
Interest on Fixed Deposit	6.81	2.42
Any Other Income		
-Interest received on Electricity Deposit	-	0.09
-Others	6.87	12.99
-Profit on foreign exchange	0.06	-
- Accrued Interest	1.03	-
Total	14.77	15.50
20 Cost of Materials Consumed		
Particulars	31-03-2023	31-03-2022
Opening Stock	123.03	51.70
Add: Purchase during the Years	768.62	573.37
Less: Closing Stock	98.95	123.03
Cost of Material Consumed	792.70	502.04
21 Change in Inventory		
Particulars	31-03-2023	31-03-2022
Work In Progress		
Opening WIP	-	-
Closing WIP	65.65	-
Opening Inventories		
Finished Goods	37.07	48.64
Less: Closing Inventories		
Finished Goods	46.30	37.07
Total	(74.89)	11.57
22 Employees Benefit Expenses		
Particulars	31-03-2023	31-03-2022
Salaries, Wages & Bonus	899.82	774.29
Contribution To Provident Fund and other funds	119.69	117.87
Staff Welfare	50.24	18.13
Directors Remuneration (including incentives)	153.21	80.79
Total	1,222.95	991.07
23 Finance Charges		
Particulars	31-03-2023	31-03-2022
Interest On Unsecured Loan	-	-
Interest On Secured Loan	23.92	13.60
Others	-	2.62
Total	23.92	16.22



24 Other Expenses

Particulars	31-03-2023	31-03-2022
Advertiment Charges	2.04	0.07
Packing charges	33.00	23.67
Postage, Parcel And Courier Charges	80.49	58.00
Transporting and Delivery charges	11.82	10.50
Administrative expenses	4.03	11.98
Bank Charges	7.11	6.18
Consumption of stores and spare parts	23.44	11.24
Manufacturing Expenses	90.58	52.40
Payment to statutory auditors	5.25	2.00
Compliments and Gifts	2.66	0.93
Accounting Expenses	1.20	3.33
Conveyance Charges	-	0.22
Donation & Subscription	0.07	0.09
Foregin Exchange (Gain)/Loss	2.36	2.93
General Expenses(Tea & Refreshments)	21.73	8.30
Insuarance exp.	1.48	0.90
Miscellaneous Expense	3.98	4.35
Printing & Stationery	10.06	6.43
Power and Fuel	37.41	21.48
Sundry Balances Written Off	1.17	3.54
Professional & Technical Charges	12.35	4.44
Prior period Expenses	-	-
Rent	18.59	16.10
Repairs & Maintenance		
Building	4.40	13.56
Plant and Machinery	9.39	9.07
Furniture	0.18	-
Vehicles	1.96	2.36
Business Promotion Expenses	2.44	1.05
Rates and Taxes	16.16	10.06
Telephone Expenses	1.93	1.56
Travelling Expenses	35.71	19.57
Security and Service Charges	4.26	4.43
Water Charges	1.45	0.87
Depositary Charges	1.33	-
Liquidated Damages	8.69	0.09
Discount Paid	2.38	0.25
Total	461.11	311.95
Payment to Auditors		
- Statutory Audit	2.25	2.00
- Peer Review Audit	3.00	-
Total	5.25	2.00

25 Prior Period Items

Particulars	For the year ended	
	31-03-2023	31-03-2022
Excess Provision Written Back		
- Gratuity	73.84	-
Total	73.84	-

Note

The Company was previously valuing its liability for gratuity based on a statement provided by Life Insurance Corporation, the Company's gratuity fund manager. However, in FY 2022-23, the Company decided to approach an external actuarial valuer for the purpose of obtaining an actuarial valuation in compliance with the provisions of Accounting Standards – 15 on Employee Benefits issued by the Institute of Chartered Accountants of India. Accordingly, gratuity expense for the year has been determined in accordance with the actuarial valuation and the balance amount to arrive at the net liability as at March 31, 2023 has been shown as prior-period income.

26 Provision For Taxation

Particulars	31-03-2023	31-03-2022
Current Tax	107.32	69.34
Deferred Tax	18.03	(3.29)
Total	125.35	66.06



27 Earnings per equity share

Particulars	For the year ended	
	31-03-2023	31-03-2022
<u>Basic Earnings per share</u>		
Net profit for the year	356.14	155.19
Weighted average number of equity shares	72,00,000	2,00,000
Adjusted Weighted average number of equity shares due to impact of bonus shares	72,00,000	72,00,000
Par value per share	10	10
Earnings per share - Basic	4.95	77.60
Adjusted Earnings per share	4.95	2.16
Extra-ordinary items (Prior period income)	73.84	-
Net profit for the year excluding extra ordinary items	282.30	155.19
Adjusted earnings per share excluding extra ordinary items	3.92	2.16
<u>Diluted Earnings per share</u>		
Net profit for the year	356.14	155.19
Weighted average number of equity shares for Basic EPS	72,00,000	2,00,000
Add: Effect of dilutive instruments	-	-
Weighted average number of equity shares - for diluted EPS	72,00,000	2,00,000
Adjusted Weighted average number of equity shares due to impact of bonus shares	72,00,000	72,00,000
Par value per share	10	10
Earnings per share - Diluted	4.95	77.60
Adjusted diluted earnings per share	4.95	2.16
Extra ordinary items	73.84	-
Net profit for the year excluding extra-ordinary items	282.30	155.19
Adjusted earnings per share excluding extra-ordinary items	3.92	2.16

28 Earnings in foreign exchange (on accrual basis)

Particulars	For the year ended	
	31-03-2023	31-03-2022
Exports at F.O.B. value	468.34	306.05
Other income		
- Freight Income	41.73	26.69
Total	510.07	332.74

29 Value of Import on CIF basis

Particulars	For the year ended	
	31-03-2023	31-03-2022
Raw Materials	162.45	87.09
Total	162.45	87.09

30 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at	As at
	31-03-2023	31-03-2022
a. Principal amount remaining unpaid to any supplier at the end of the accounting year	Nil	Nil
b. Interest due thereon remaining unpaid to any supplier at the end of the accounting year	Nil	Nil
c. The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	Nil	Nil
d. The amount of interest due and payable for the year	Nil	Nil
e. The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
f. The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil

Note:

The Company has not received any intimation from its vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, required under the said Act have not been made.



31 Commitments

Particulars	As at	As at
	31-03-2023	31-03-2022
a. Capital Commitments		
Estimated Amounts of contracts remaining to be executed on capital account and not provided for, net of advances	Nil	Nil

32 Other disclosures

Particulars	For the year ended	
	31-03-2023	31-03-2022
Contingent liabilities		
a. Claims against the company not acknowledged as debt,	17.76	Nil
b. Guarantees	29.83	Nil
c. Others:	Nil	Nil
(i) Notices have been served on the Company by the Goods and Service tax department against which responses are being filed by the Company and adjudication process is ongoing. Amount payable in the event of unfavourable orders against such representations by the authorities have not been quantified.		
Net dividend remitted in foreign exchange	Nil	Nil

Note: Contingent liabilities

a. The Company has not deposited an amount of Rs.17,75,790 towards building tax claimed by the Kalamassery Municipality on account of dispute. The appeal filed by the Kalamassery Municipality is presently pending before the Honourable High Court of Kerala.

b. The Company has issued Performance Bank Guarantee to its customer worth Rs. 29.83 Lakhs for the satisfactory performance of their products supplied.

33 Retirement benefits**Employee benefit plans****Gratuity**

The Company has a defined benefit gratuity plan. Gratuity is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement/termination/resignation. The benefit vests on the employees after completion of 5 years of service. The Gratuity liability has been externally funded with Life Insurance Corporation. The present value obligation is determined based on actuarial valuation using Projected Unit Credit Method.

The following tables summarise the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for gratuity.

Statement of profit and loss

Net employee benefit expense (recognised in employee benefits expenses)

Particulars	31-03-2023	31-03-2022
	₹	₹
Current service cost	29.82	333.34
Interest cost on benefit obligation	24.44	-
Expected return on plan assets	(13.03)	-
Net actuarial loss recognised in the year	13.18	-
Net benefit expenses	54.41	333.34

Balance sheet

Particulars	March 31, 2023	March 31, 2022
	₹	₹
Present value of obligation	387.72	333.34
Fair value of plan assets	209.97	150.35
Net accrued liability	(177.75)	(182.99)

Particulars	March 31, 2023	March 31, 2022
	₹	₹
Present value of obligation at the beginning of the year	333.34	-
Current service cost	29.82	333.34
Interest cost	24.44	-
Benefits paid	(10.65)	-
Actuarial loss	10.78	-
Present value of obligation at the end of the year	387.72	333.34



The principle assumptions used in determining gratuity benefit obligations for the Company's plans are shown below:

Particulars	March 31, 2023	March 31, 2022
	₹	₹
Discount rate	7.53%	7.45%
Expected return on plan assets	7.45%	7.45%
Increase in compensation cost	8.00%	8.00%

The estimates of future salary increases, considered in actuarial valuation, take in to account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

34 Obligations towards non cancellable operating leases

The company has not entered into any non cancellable operating lease during the year. The Company has taken godowns, office premises and guest houses on cancellable operating leases. There are no restrictions imposed by the leasing arrangements.

35 Cash Flow

The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year

36 Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues and intangible assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts and consensus estimates from market sources on the expected future performance of the Company. Based on current estimates the Company expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these standalone financial statements.



37 Statement of Related Parties & Transactions

The company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per Accounting Standard 18 issued by Institute of Chartered Accountants of India.

Name of the key managerial personnel/Entity	Relationship
Jolly Cyriac	Managing Director
Ishach Sainuddin	Wholetime Director
Gopala Kurup Unnikrishna Kurup	Wholetime Director
Vellachalil Ramakrishnan Sanjaykumar	Wholetime Director
Abdul Rasheed Aledath Kochunni	Wholetime Director
Jayagosh Unni Srmbikkal	Wholetime Director
Jim Jose Punnackal Josey	Wholetime Director
Lijo George	Wholetime Director
Pottekkattu Muhammed Muhammedshafi	Wholetime Director
Jaya Jolly	Wholetime Director and Spouse of Managing Director
Vallath Parvathy	Company Secretary
Cyriac and Cyriac	Firm in which managing director's brother is a partner

Transactions with Related Parties:

Particulars	31-03-2023	31-03-2022
Remuneration paid to Directors		
Jolly Cyriac	6.60	6.00
Ishach Sainuddin	6.60	6.00
Jaya Jolly	3.34	-
Gopala Kurup Unnikrishna Kurup	7.15	4.00
Vellachalil Ramakrishnan Sanjaykumar	7.45	3.81
Abdul Rasheed Aledath Kochunni	7.50	3.86
Jayagosh Unni Srmbikkal	7.15	4.00
Jim Jose Punnackal Josey	7.66	3.88
Lijo George	7.74	3.52
Pottekkattu Muhammed Muhammedshafi	7.74	3.72
Sales Incentive		
Jolly Cyriac	28.09	21.00
Ishach Sainuddin	28.09	21.00
Abdul Rasheed Aledath Kochunni	5.62	-
Jim Jose Punnackal Josey	5.62	-
Lijo George	5.62	-
Pottekkattu Muhammed Muhammedshafi	5.62	-
Vellachalil Ramakrishnan Sanjaykumar	5.62	-
Total	153.21	80.79
Remuneration to Relative of Director		
Jaya Jolly	2.31	4.02
Total	2.31	4.02
Remuneration to Company Secretary		
Vallath Parvathy	3.14	-
Total	3.14	-
Legal Charges		
Cyriac and Cyriac	2.31	0.21
Total	2.31	0.21

Balances Outstanding as on year end

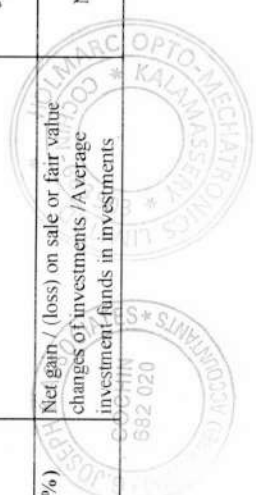
Particulars	As on	
	31-03-2023	31-03-2022
Ishach S.	0.02	2.79
Jolly Cyriac	0.02	1.69
Cyriac and Cyriac	0.04	-
Jim Jose	0.23	0.19
Lijo George	0.36	0.20
Muhammed Shafi	0.33	0.20
Abdul Rasheed A K	0.28	-
Total	1.28	5.07



38 Financial Ratios

The Financial Ratios are as follows:

	Head	Ratio	Year ended 31-03-2023	Year ended 31-03-2022	change in %	Comment
1	Current Ratio	Total Current Assets / Current Liabilities	4.13	3.16	30.89%	Due to improved results from operations.
2	Net Debt Equity Ratio	Total Debt / Shareholder's Equity	0.12	0.25	-53.99%	Reduction in debt equity ratio is on account of repayment of debt with surplus cash in the business
3	Debt Service Coverage Ratio	EBITD / (Net Finance Charges + Scheduled Principal Repayments of non-current borrowings and lease obligation (excluding prepayments)) <i>EBIT: Profit before taxes +/- Exceptional Items + Net Finance Charges + Depreciation/Amortization</i> <i>Net Finance Charges: Finance Cost(excl. interest on current borrowings) - interest income - dividend income from current investments - net gain (loss) on sale of current investments.</i>	9.14	6.04	51.44%	Improved profitability and reduced debt has resulted in improved debt service coverage ratio
4	Return on Equity	Profit after tax / Average Equity <i>Equity: Equity Share Capital + Free Reserves + Share Application Money</i>	0.36	0.21	74.95%	Improved profitability has resulted in improved return on equity
5	Inventory Turnover Ratio	Cost of goods sold OR sales / Average Inventory <i>Average Cost of Goods Sold: Average Cost of Goods Sold/Services Provided per day during the period.</i>	15.65	16.14	-3.05%	
6	Trade Receivable Turnover Ratio	Turnover / Average Trade Receivable	5.42	4.35	24.64%	
7	Trade Payables Turnover Ratio	Purchases / Average Trade Payables	23.12	15.29	51.24%	On account of increase in purchases and better payments cycle to creditors
8	Net Capital Turnover Ratio	Turnover / Average Working Capital	4.25	4.21	0.95%	
9	Net Profit Ratio (%)	Net Profit after Tax / Turnover	12%	7%	66.15%	Increased on account of better operational results as compared to previous year.
10	Return on Capital Employed (%)	EBIT / Capital Employed	33%	23%	44.72%	Increased on account of better operational results as compared to previous year.
11	Return on Investment (%)	Net gain / (loss) on sale or fair value changes of investments / Average investment funds in investments	NA	NA	NA	



39 Additional Regulatory Information

- i. There are no proceedings that have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) (earlier Benami Transactions (Prohibition) Act, 1988) and the rules made thereunder.
- ii. The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

iii Relationship with Struck off Companies

Name of struck off Company	Nature of transaction with struck-off Company	Balance outstanding as at March 31, 2023	Relationship with the Struck off company	Balance outstanding as at March 31, 2022	Relationship with the Struck off company
NIL	NIL	NIL	NA	NIL	NA

- iv The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, and there are no companies beyond the specified layers.

40 Utilisation of Borrowed funds

A. The Company has not advanced or loaned or invested funds (either borrowed funds or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries"); or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

B. The Company has not received any fund from any person(s) or entity(ies), including foreign entities ("Funding Party") with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries"); or
- (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

41 Undisclosed Income

The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961). Further, there was no previously unrecorded income and no additional assets were required to be recorded in the books of account during the year.

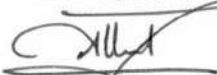
42 Details of Crypto Currency or Virtual Currency

The Company has neither traded nor invested in Crypto currency or Virtual Currency during the financial year ended March 31, 2023. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

- 43 Previous year figures have been regrouped / reclassified wherever necessary to suit current year layout.

As per our audit report of even date

For, G Joseph & Associates
Chartered Accountants
Firm Reg. No: - (FRN 006310S)




Allen Joseph
Partner
M No. 228498

Place: - Kochi
Date: - 23-05-2023




For and Behalf of Board of Directors
HOLMARC OPTO-MECHATRONICS LIMITED



Lolly Cyriac
Managing Director
DIN:00409364



Ashach S
Director & CFO
DIN:00409402



Gopala Kurup Unnikrishna Kurup
Wholetime Director
DIN:07622598



Company Secretary