HOLMARC
OPTO-MECHATRONICS LIMITED

THIRTY FOURTH
ANNUAL REPORT -2025-2026

ACROSS THE PAGES

Statutory Reports

Company At a Glance

Established in 1993 and located in Kochi, India, Holmarc Opto-Mechatronics Limited manufactures variety of scientific and engineering instruments for research, industries and education. Our company is equipped to meet most challenging and demanding requirements of scientific community with our manufacturing and development capabilities in optics, mechanics, electronics and software. Our strength is 359 people as of March 2026 and is still growing. Our products in the fields of spectroscopy, microscopy, holography and thin films reflect capabilities we have in multitudes of disciplines, be it optics, mechanics photonics, electronics or computer science. All of us at Holmarc stay tuned to absorb the changes in technology as fast as possible. We have dealers in all parts of the world and are well equipped to serve the world's scientific community.

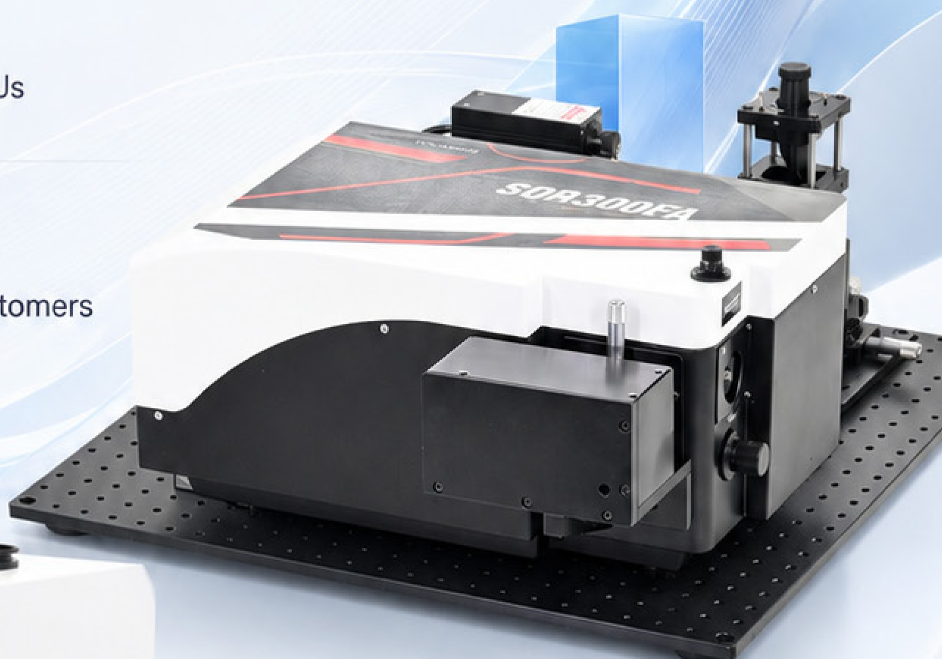
ISO 9001-2015 CERTIFIED COMPANY

1993 → **2026**

33 Years of Operations

750
Customers Trust Us

122
International Customers



Board of Directors

Jolly Cyriac
Managing Director

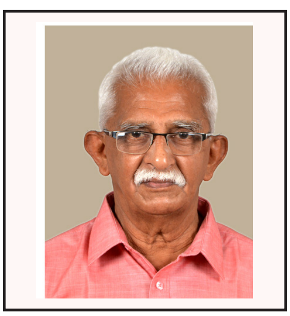
Ishach Sainuddin
Whole-time Director and Chief Financial Officer

Jaya Jolly
Whole-time Director

Sajeev Plavita Gopinathan Nair
Independent Director

Tracy Tulassne Caesar
Independent Director

Anju Poulose Maliyakkal
Independent Director



Gopala Kurup Unnikrishna
Kurup
Whole-time Director

Jayagosh Unni Srambikkal
Whole-time Director

Parvathy V
Company Secretary and Compliance Officer

Corporate Information

REGISTERED OFFICE ADDRESS

Building No. 11/490, B-7
B-7, HMT Industrial Estate,
Kalamassery, Kanayanoor Taluk,
Ernakulam, Kerala, India - – 683503

Email ID: cs@holmarc.com
Website: www.holmarc.com

CORPORATE OFFICE ADDRESS

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

Email ID: cs@holmarc.com
Website: www.holmarc.com

STATUTORY AUDITORS

M/s. G. Joseph & Associates,
Chartered Accountants
37/2038, First Floor, Muttathil Lane,
Kadavanthra, Cochin, Kerala, India – 682020

Email ID: allen.joseph@gja.co.in

INTERNAL AUDITORS

Joseph Antony FCA
Joseph and Co, Charted accountants
39/4792, Ground Floor, Collis Court,
Ravipuram, Cochin, Kerala - 682016

Email ID: joanto@gmail.com

SECRETARIAL AUDITORS

CS. Sreekumar PS
SVJS & Associates
Practicing Company Secretaries
65/2364 A, Ponoth Road,
Kaloor, Kochi, Kerala – 682017

E-mail: svjsassociates@gmail.com

REGISTRAR & SHARE TRANSFER AGENT

CAMEO CORPORATE SERVICES LIMITED
SEBI Registration No: INR 000003753
Subramanian Building No.1,
Club House Road, Chennai-600002.
Phone: 044-28460390,
Fax: 044-28460129

Email: cameo@cameoindia.com
Website: www.cameoindia.com

BANKERS

Canara Bank
HDFC Bank
ICICI Bank Ltd
State Bank of India

Board Committees

AUDIT COMMITTEE

Sajeev Plavita Gopinathan Nair, Chairman
Anju Poulose Maliyakkal, Member
Gopala Kurup Unnikrishna Kurup, Member

NOMINATION AND REMUNERATION COMMITTEE

Sajeev Plavita Gopinathan Nair, Chairman
Anju Poulose Maliyakkal, Member
Tracy Tulassne Caesar, Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Tracy Tulassne Caesar, Chairperson
Ishach Sainuddin, Member
Jayagosh Unni Srambikkal, Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Sajeev Plavita Gopinathan Nair, Chairman
Gopala Kurup Unnikrishna Kurup, Member
Jayagosh Unni Srambikkal, Member

Date of AGM - Tuesday, 1st September 2026

Venue - Conference Hall, First Floor, The Kerala State Small Industries Association (KSSIA), HMT Industrial Estate, Kalamassery, Kanayanoor Taluk, Ernakulam, Kerala - 683503

Letter From The Chairman

Chairman's Message-2026 Annual Report

Distinguished and Respected Shareholders of Holmarc,
Thank you very much for being invested with Holmarc. Sales growth for the financial year 2025–26 was muted and hovered around 10%, similar to the previous few years. Let us reiterate that this is not the growth rate we are looking for or working towards. Nevertheless, we were able to generate a healthy profit and maintain a stronger cash balance than in previous years. On a positive note, we have preserved sufficient cash to support our growth initiatives during the ongoing financial year.

Let me assure our shareholders that we are taking every possible step to achieve accelerated growth in production and sales in the years to come. Our first milestone is to achieve ₹100 crore in revenue with more than 50% in-factory value addition. All our facilities, activities and departments—be it infrastructure, marketing, research and development, productivity enhancement, employee training or financial prudence—are being strengthened and fine-tuned to achieve this milestone at the earliest.

We have completed legal formalities in the acquisition process of two manufacturing units in HMT industrial estate which were otherwise producing Holmarc's products for last few years. By making structural modifications, we have increased the production capacity of these units by almost 30%. Still, we are short of manufacturing space for growth. To achieve our first milestone target of ₹100 crore in revenue, our present assessment indicates that we will require an additional 50,000 sq. ft. of manufacturing space. Towards this objective, we have initiated the acquisition of the manufacturing assets of Kochi Castings and Engineering Private Limited, located in the Edayar Industrial Area, about 4 km from our present factory. The assets include approximately one acre of industrial land, a 15,000 sq. ft. industrial building, foundry equipment and an associated tool room. We will be continuing the already existing machine parts manufacturing businesses of this industry in addition to meeting Holmarc's captive requirements for manufacturing microscope and optical instruments. There are more than 50 cents of unutilized land in this compound where we are planning to construct 35000 sq ft industrial building for ramping up production of our existing scientific instruments products line.

As we continue to grow and pursue an accelerated growth trajectory compared to previous years, we continue to expand our workforce. Being a specialized manufacturer, the learning period for employees typically extends up to one year or more, particularly in the manufacturing of optical elements. Accordingly, we are inducting manufacturing personnel and providing them with the necessary training, keeping in mind our first milestone of achieving ₹100 crore in revenue from manufactured products with more than 50% value addition at our factory. We consider the expenditure incurred on this addition to our workforce and their training as an investment in the Company's future growth, although it is reflected as an expense in the current year's financial statements. Our current employee strength stands at 359. We plan to increase it to 400 by the end of the financial year 2026–27 to support the achievement of our first milestone. Our present strategy is to limit the employee strength to 400 until we achieve our first milestone targets in revenue, productivity and value addition.

Improving productivity continues to be a key priority for the Company as we strive for enhanced profitability and long-term sustainable growth. The Company is giving special emphasis to productivity improvement initiatives in both physical infrastructure and employee training during the current financial year. A Productivity Enhancement Committee has been constituted to oversee these initiatives through regular meetings, periodic reviews, employee training, awareness programmes and continuous follow-up. Alongside these employee-focused initiatives, the Company is optimising production and inventory planning to maximise per capita value addition.
Marketing has historically been one of the least prioritised activities of the Company, primarily due to the niche nature of our products. As a result, there has, unintentionally, been a lag in ramping up our marketing initiatives. Recognising this weakness, we have decided to significantly increase our investment in marketing during the current financial year. We are exploring all possible avenues for marketing, ranging from trade fairs and conferences to social media and web-based search.

For the attention of our shareholders who have been following our marketing initiatives since the IPO, we would like to highlight three deviations from the marketing strategy originally outlined in the Prospectus.

The first deviation relates to the proposed establishment of regional offices across India. Instead of maintaining regional offices, we have decided to strengthen our presence through a nationwide distributor network. The process of building an extensive distribution network is in progress and we have signed agreements with more than seventy distributers across India. Apart from cost considerations, we believe that a distributor network will be more effective in reaching every corner of the country. Our objective is to train the engineers of our distributors in the installation and maintenance of Holmarc products, wherever feasible.

The second deviation is regarding the establishment of experience centers for Holmarc products in some selected metro cities. Based on a cost-benefit assessment, we have decided to establish only one experience centre for the time being, attached to our factory premises. We are, however, planning to establish our second experience centre in Dubai to cater to the Middle East and African markets. As the first step towards expanding our presence in these regions, we participated in ARABLAB 2025 held in Dubai, which received an encouraging response. We are already receiving business enquiries and orders from several countries in the region. We also plan to participate in ARABLAB 2026, scheduled to be held in Dubai in October. Once our revenue from the Middle East and African markets reaches ₹6 crore, we intend to establish an office along with an experience centre in Dubai. Similarly, we are making focused efforts to strengthen our presence in the USA and Europe through dedicated marketing personnel, both directly and in collaboration with distributors. Our long-term objective is to generate at least 50% of the Company's revenue from exports, particularly in scientific instruments and equipment.

The third deviation relates to building a sizeable finished goods inventory to promote online sales. We assessed that online purchases of scientific instruments and laboratory accessories are picking up in India, but at a slow pace. Hence, we have decided to adopt a more cautious approach by building inventory in proportion to the increase in online sales. This decision is intended to optimise working capital and avoid possible losses arising from holding inventory for long periods. Please note that this is the Company's short-term strategy. In the long term, we plan to sell most of our products online, either directly or through distributors. We are in the process of cautiously building the foundation for this transformation.

Our research and development activities continue on a regular basis in the fields of microscopy, spectroscopy and other related areas. These efforts are focused on the development of new products as well as the continuous improvement of existing products. In addition to its core areas of business, the Company is also undertaking research and development activities in selected engineering products, envisaging long-term sustainable growth through diversification. However, to remain focused on its strategic priorities, the Company does not intend to pursue these product diversification initiatives beyond the R&D stage until it achieves its first revenue milestone.

Our growth strategies envisaged and outlined in our prospectus issued during the IPO are all under way, although progressing at a slow pace than originally planned. We would like to once again assure our shareholders that we are moving in the right direction and will accelerate our growth initiatives at the appropriate moment. We thank our shareholders once again for their continued cooperation, trust and support.

Thank you.

Jolly Cyriac
Chairman and Managing Director
Holmarc Opto-Mechatronics Ltd

FINANCIAL HIGHLIGHTS

Strong Performance. Sustainable Growth.

REVENUE
₹4,266.07 Lakh
↑ 13.12%
YoY Growth

EBITDA
₹678.09 Lakh
15.89%
EBITDA Margin

PAT (PROFIT AFTER TAX)
₹408.19 Lakh
↑ 9.28%
YoY Growth

ROCE (PRE-TAX)
17.00%
Strong Return on Capital Employed

PAT MARGIN
9.56%
Efficient Operations Driving Profitability

GROSS MARGIN
12.38%
Focused on Value and Efficiency

DEBT-EQUITY RATIO
0.02
Strong Capital Structure Low Leverage

FINANCIAL STRENGTH
Strong. Stable. Sustainable. Built for Long-Term Growth.

Building Value.
Delivering Trust.
Growing Together.

Key Highlights of the Year 2025-2026

Participating in "Arablab Live 2025" @ Dubai, United Arab Emirates

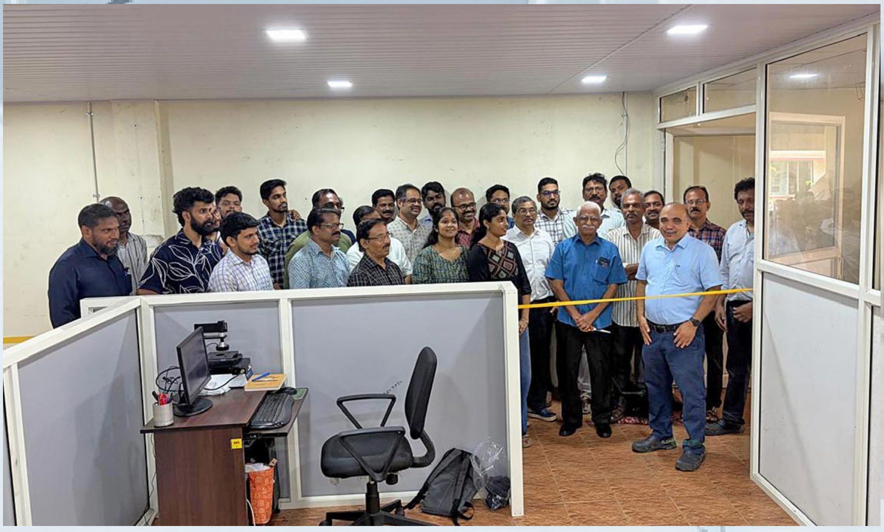
Successfully designed and developed India's first Industrial Scale Needle-less Electro-spinning Unit in collaboration with SASTRA Deemed to be University, with support from the Ministry of Heavy Industries, Government of India.

Successfully developed India's First Rheo -optics setup for IISC Banglore

Inauguration of
Holmarc's Continuing Education Center for staff members

Inauguration of
Holmarc's new
Mechanical Design Studio

Inauguration of
Holmarc's new Electronics R & D lab



MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

The world market for Scientific Research Equipment is growing with the advancement and integration of AI, automation and digitalization. The present Global Market size is USD51.68 billion. It is expected to grow to USD94.5 billion by 2034, a CAGR of 6.7%.

The market can be categorized into Laboratory Analytical Instruments (LAIC), Measuring and Monitoring Devices (MMD), Scientific Research Institutions and Others.

The Indian market for scientific research equipment is witnessing steady growth, driven by increasing research and development (R&D) activities in the pharmaceutical, biotechnology, healthcare and academic sectors. The growing demand for high-resolution scientific imaging solutions, high-throughput screening systems and single-cell analysis platforms for drug discovery is further expanding the market. In addition, advancements in AI-assisted imaging and OCR-enabled scanning solutions are fostering technological innovation and enhancing market opportunities. The Indian market for high-resolution scientific imaging is estimated at USD 325 million in 2026 and is projected to reach USD 610 million by 2032, growing at a compound annual growth rate (CAGR) of 9.3%.

The laboratory equipment market is being driven by the growing focus on research and development (R&D), continuous technological advancements and the increasing prevalence of chronic diseases. Governments and private organisations are making significant investments in scientific research, drug discovery, vaccine development and advanced healthcare solutions, thereby increasing the demand for high-precision laboratory instruments used in sample analysis, molecular diagnostics and quality control. In India, the demand for laboratory instruments is further supported by various Government initiatives, including the Production Linked Incentive (PLI) Scheme for pharmaceuticals and medical devices, the Make in India programme, the National Mission on Quantum Technologies & Applications, the Atmanirbhar Bharat initiative, the National Medical Devices Policy, 2023, and the establishment of over 2,100 Global Capability Centres (GCCs). These initiatives, coupled with increasing investments in R&D, are expected to drive sustained growth in the Indian laboratory equipment market.

India has evolved beyond generic pharmaceutical manufacturing and is increasingly emerging as a hub for advanced drug discovery, biologics and vaccine development. As of early 2026, significant investments in emerging areas such as **Cell and Gene Therapy (CGT)** and **Antibody-Drug Conjugates (ADCs)** are driving demand for sophisticated laboratory and analytical instruments. Globally, more than **300,000** research laboratories utilise advanced laboratory equipment, including spectrometers, centrifuges, incubators, chromatography systems and microscopes. Further, with over **20,000** drug candidates currently under development worldwide, the demand for high-precision analytical instruments, testing systems and quality control equipment is expected to witness sustained growth.

Advancements in spectroscopy continue to drive innovation across scientific research and industrial applications. Emerging technologies such as **Terahertz (THz) spectroscopy**, **two-dimensional (2D) spectroscopy**, **Surface-Enhanced Raman Scattering (SERS)** and **Coherent Anti-Stokes Raman Scattering (CARS)** are enabling highly sensitive molecular detection, real-time chemical imaging and advanced material characterization. Further, the increasing adoption of handheld and portable spectrometers is extending the application of spectroscopy beyond conventional laboratory settings to field-based analysis, enhancing accessibility, efficiency and operational flexibility. These technological advancements are expected to support continued growth and innovation across pharmaceuticals, environmental science, materials engineering and other research-intensive sectors.

The analytical instruments market is expected to witness significant growth, driven by increasing scientific research and development activities, technological advancements and greater adoption of automation. Innovations in microtechnology, artificial intelligence (AI) and sustainable analytical practices are transforming the field of chemical analysis by improving accuracy, efficiency and productivity. Emerging technologies such as Lab-on-a-Chip (LOC) systems are revolutionising analytical testing by significantly reducing sample and reagent consumption while enabling faster analysis through miniaturised platforms with shorter diffusion distances. These advancements are expanding applications in point-of-care diagnostics, on-site environmental monitoring and field-based analysis, thereby creating new opportunities for growth across research, healthcare, environmental and industrial sectors.

2. SWOT ANALYSIS

STRENGTHS

a. Introduction of hyperspectral imaging systems, expected to find applications in the defence, agriculture and industrial sectors.

b. Expansion into the private sector, particularly the pharmaceutical industry.

c. Availability of a highly talented and experienced workforce.

d. Continuous investment in research and development to drive innovation and product development.

WEAKNESS

a. High capital investment and maintenance costs associated with advanced technologies.

b. Shortage of skilled professionals to operate and maintain sophisticated systems.

c. Complex and evolving regulatory and compliance requirements.

d. Delayed adoption and integration of Artificial Intelligence (AI) technologies.

OPPORTUNITIES

a. Growing number of Contract Research Organizations (CROs) in India, creating increased demand for scientific research equipment.
b. Rising adoption of UV Ozone Cleaning Systems across research and industrial applications.
c. Increasing demand for spectroscopy systems across pharmaceutical, biotechnology and research sectors.
d. Technological advancements and increasing investments in research and development driving demand for analytical instruments.
e. Strategic focus on self-reliance and enhanced industry collaboration by DRDO, creating opportunities for indigenous scientific equipment manufacturers.
f. Increasing demand for solid breadboards, honeycomb breadboards, workstations and optical tables for research and laboratory infrastructure.

THREATS

a. Geopolitical tensions, including conflicts in the Middle East, affecting global trade and supply chains.
b. Imposition of tariffs and other trade restrictions impacting procurement and exports.
c. Irregular power supply affecting manufacturing operations and productivity.
d. Workforce-related challenges, including changing attitudes towards work and talent retention.
e. Increasing competition from low-cost products imported from China.
f. Geopolitical disruptions leading to logistics, freight and supply chain challenges.

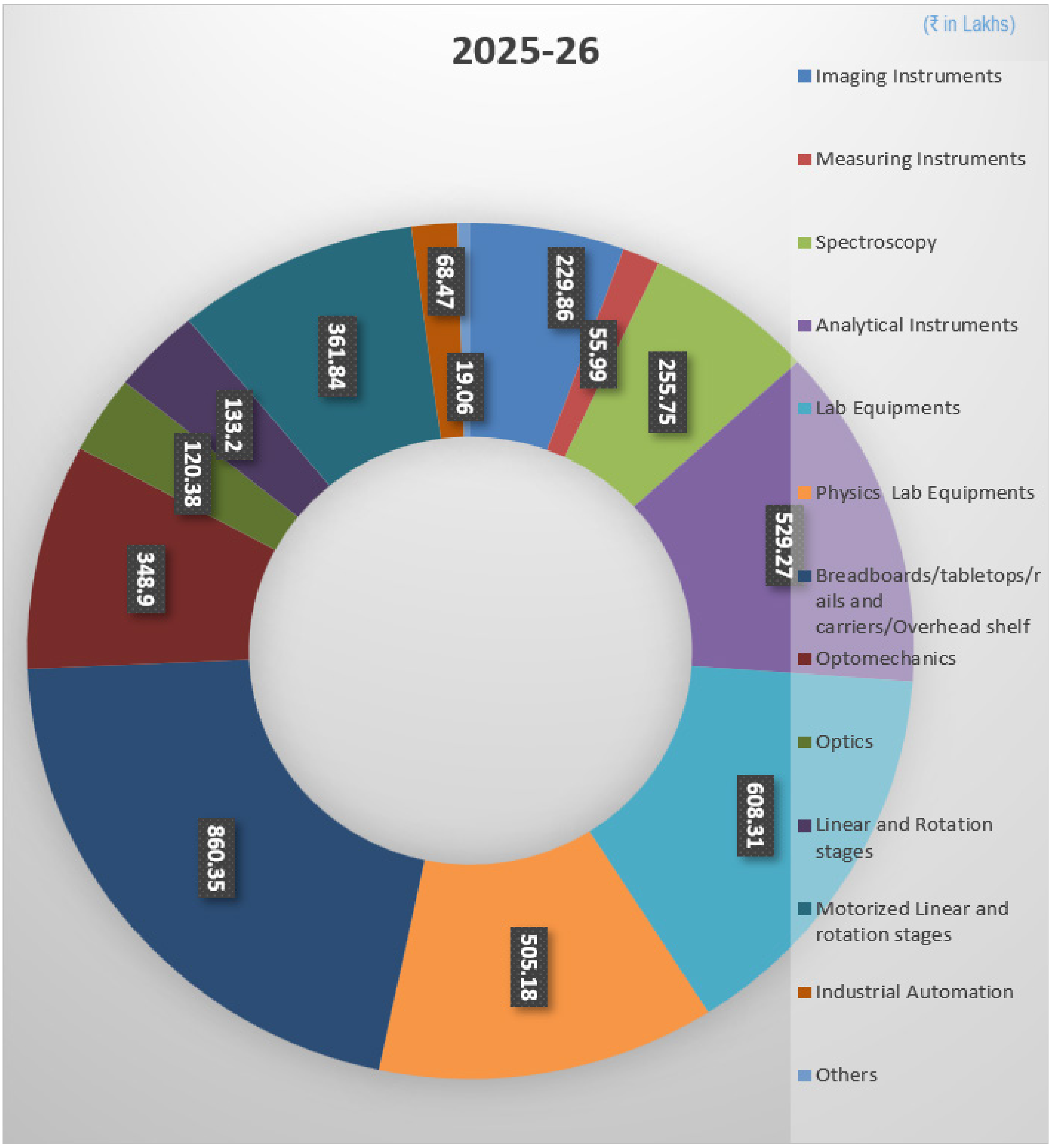
3. PRODUCT WISE PERFORMANCE

The following table sets out the revenue generated from the Company's key product categories over the past five financial years:

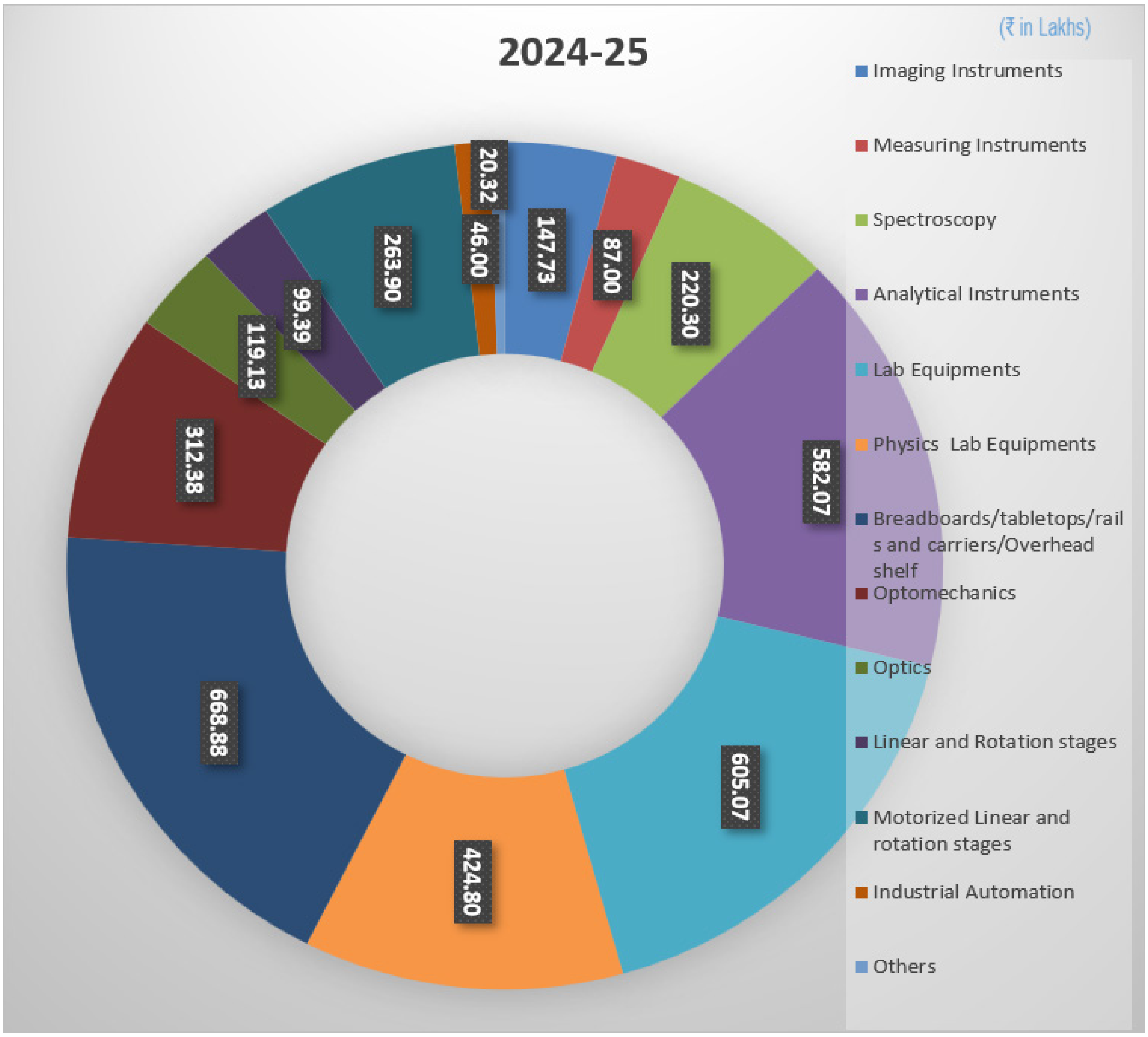
Statement showing Key Product Category-wise breaks up of revenue

₹ In lakhs

SL No.	Particulars	2026	2025	2024	2023	2022
1	Imaging Instruments	229.86	147.73	165.36	165.44	45.19
2	Measuring Instruments	55.99	87	114.36	38.32	11.88
3	Spectroscopy	255.75	220.30	162.56	121.72	118.75
4	Analytical Instruments	529.27	582.07	485.61	354.1	120.05
5	Lab Equipments	608.31	605.07	548.53	518.12	417.47
6	Physics Lab Equipments	505.18	424.80	360.95	246.84	230.67
7	Breadboards/tabletops/rails and carriers/Overhead shelf	860.35	668.88	431.08	630.91	494.01
8	Opto-mechanics	348.9	312.38	337.51	343.53	288.87
9	Optics	120.38	119.13	183.64	59.57	83.32
10	Linear and Rotation stages	133.2	99.39	96.22	116.03	57.62
11	Motorized Linear and rotation stages	361.84	263.90	223.80	133	137.78
12	Industrial Automation	68.47	46.00	112.45	67.27	22.62
13	Others	19.06	20.32	20.25	16.22	11.94
	Total	4096.56	3596.99	3242.31	2811	2040



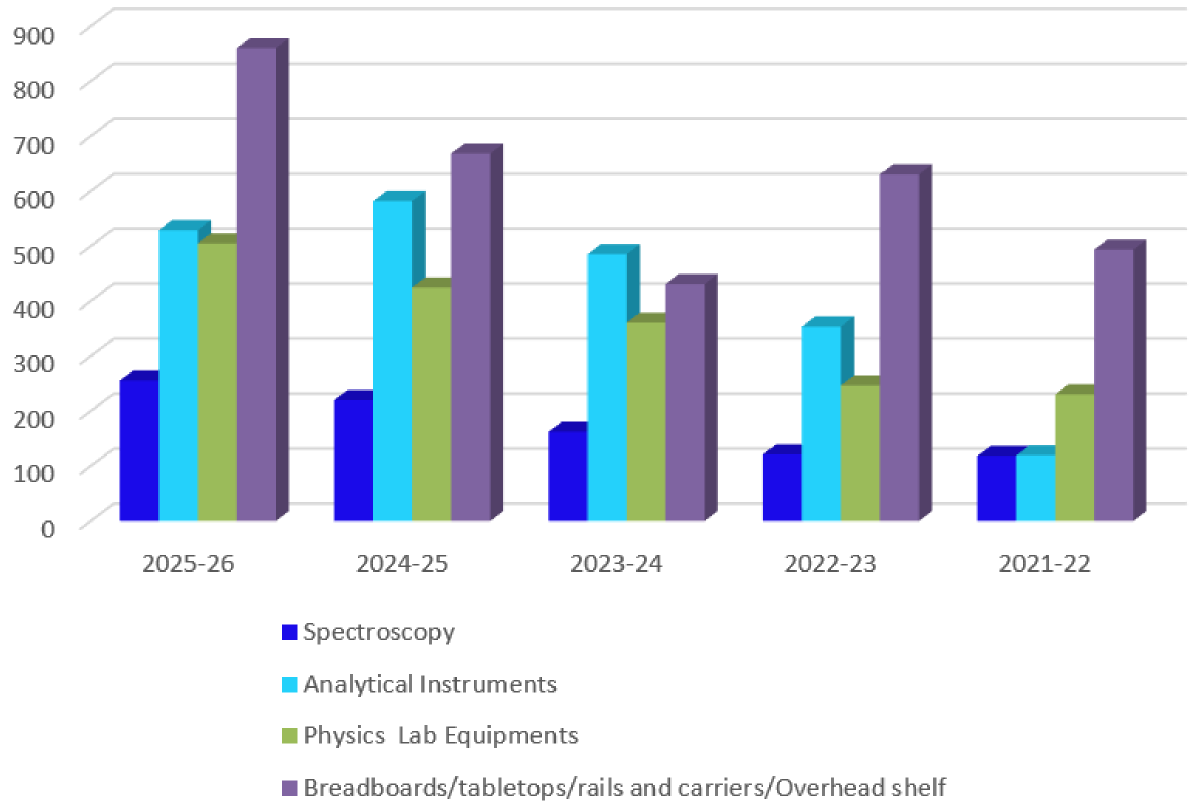
2025-26
(₹ in Lakhs)
Imaging Instruments
Measuring Instruments
Spectroscopy
Analytical Instruments
Lab Equipments
Physics Lab Equipments
Breadboards/tabletops/rails and carriers/Overhead shelf
Optomechanics
Optics
Linear and Rotation stages
Motorized Linear and rotation stages
Industrial Automation
Others
229.86
55.99
255.75
529.27
608.31
505.18
860.35
348.9
120.38
133.2
361.84
68.47
19.06



The chart below presents the turnover trends of the Company's key growth-oriented product categories over the past five financial years:

(₹ in Lakhs)

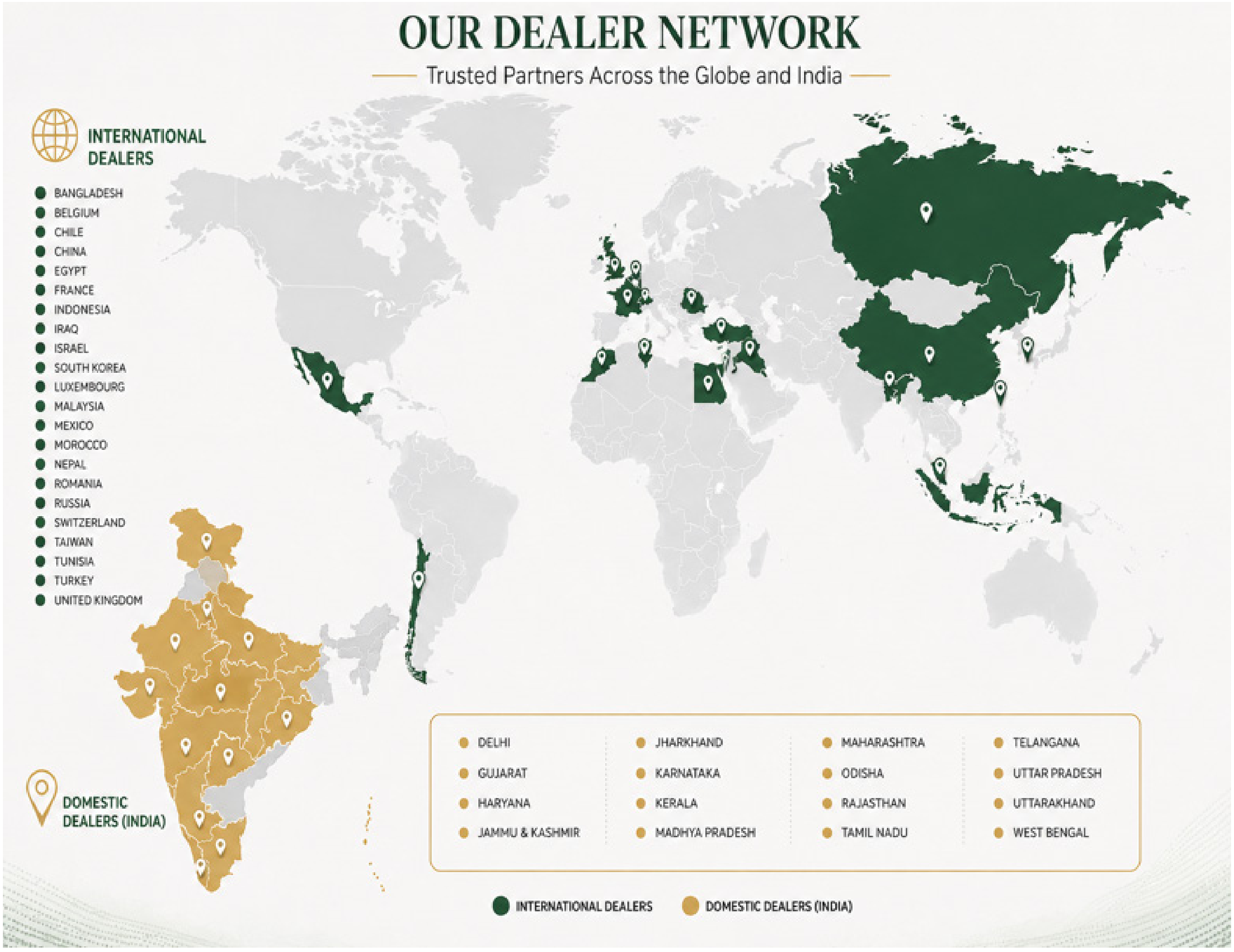
Turnover from Spectroscopy , Analytical Instruments, Physics Lab equipments and Bread Boards



4. OUTLOOK

The Company anticipates strong growth in the coming years, supported by the Government of India's increased focus on research and development (R&D) under the "Viksit Bharat 2047" vision. The Company continues to expand its product portfolio by introducing innovative instruments such as the Hyperspectral NIR Camera, Industrial Scale Needle-less Electrospinning Unit, and Doctor Blade Thin Film Applicator, in line with its strategy of continuous product development. To enhance business growth and expand its market presence, the Company actively participates in major exhibitions in India and abroad. During the financial year 2025–26, the Company participated in 11 national exhibitions across India and ARABLAB.

During the year, the Company successfully manufactured and supplied a Digital Inverted Microscope to Bharat Biotech International Limited, one of India's leading pharmaceutical companies. The Company has an established dealer network comprising 71 dealers in India and 23 dealers overseas. Sales through the dealer network continue to improve, and the Company expects further growth in the coming years. The Company also received an order from ITER-India for the supply of a Vacuum Compatible X-ray Crystal Assembly, marking an important milestone in strengthening its association with the ITER programme.



5. RISK AND CONCERNS

The Company is exposed to various business risks, including rising operational costs, shortage of skilled talent and evolving regulatory and compliance requirements. The presence of unorganised local manufacturers offering low-cost products intensifies price competition and poses quality-related challenges in the market. In the academic segment, procurement decisions are often driven by affordability rather than advanced features, which may limit the adoption of high-end scientific instruments. In addition, the imposition of higher tariffs by the United States and the continuing geopolitical conflicts in the Middle East have adversely impacted the Company's export business by affecting international trade, logistics and supply chains.

6. INTERNAL CONTROL SYSTEMS

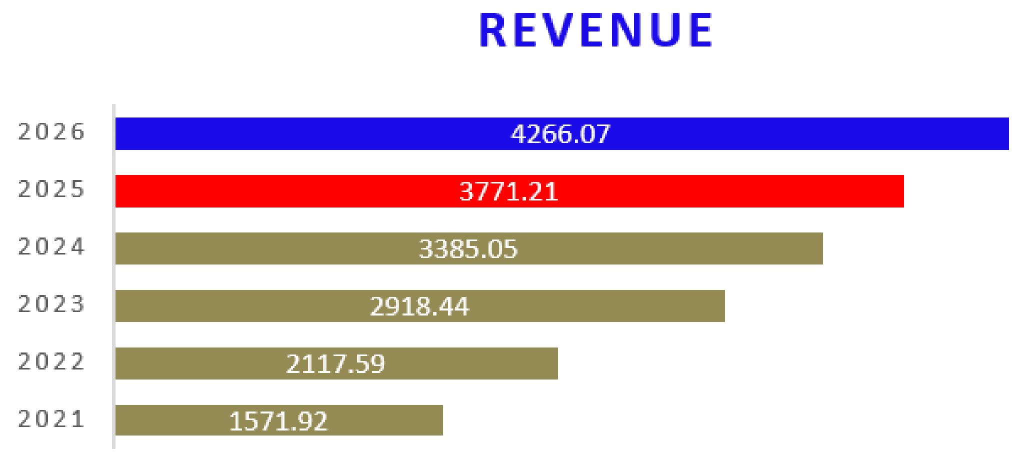
The Company has a robust internal control framework aligned with its scale of operations. Key features include:

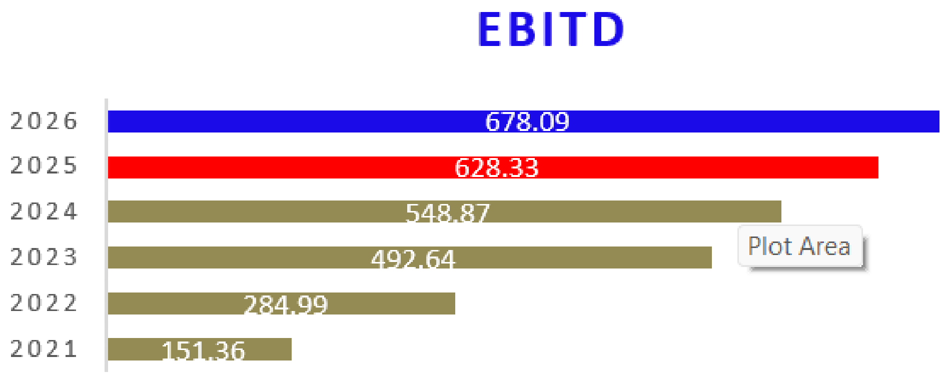
- Periodic internal audits and compliance reviews
- Regular reporting to the Audit Committee
- Segregation of duties across functions

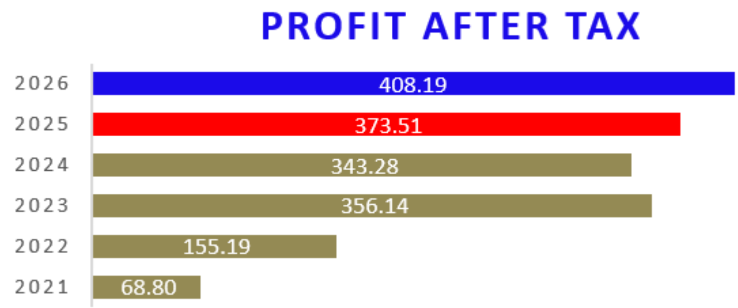
As part of its continuous efforts to strengthen the internal control framework and enhance operational efficiency, the Company has engaged an independent Chartered Accountant to review the adequacy and effectiveness of internal control systems across various functional areas and recommend appropriate improvements, wherever required. The Company is implementing the recommendations in a phased manner and remains committed to continuously reviewing and strengthening its internal control mechanisms in line with evolving business and regulatory requirements.

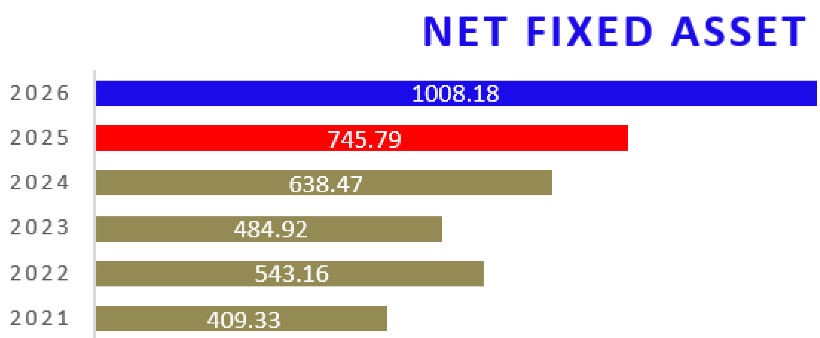
7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.

The Company delivered a commendable performance during the financial year 2025–26. Revenue increased by 13.12% to ₹4,266.07 lakhs from ₹3,771.22 lakhs in the previous year. Profit after tax in-creased to ₹408.19 lakhs as against ₹373.51 lakhs in the previous financial year. The Company recorded significant growth in the production and sale of Physics Laboratory Equipment (18.92%) and Bread-boards, Tabletops and Rails (28.62%). During the year, the Company entered into 11 Non-Disclosure Agreements (NDAs), including one with Merck Life KGaA, Germany for the development of an analyt-ical instrument and another with Vital Biosciences Inc., Canada for the development of an automated dispensing unit.









(₹ in Lakhs)

1943.37 lac
Employee value

851.14 lac
Customer value

56.55 lac
Vendor value

757.39 lac
Nation building value (direct and indirect tax)

16.05%
EBITDA Margin

9.66%
PAT Margin

KEY MILESTONES IN OPERATIONS

a. Expansion of Microscope Portfolio

- Supplied a Digital Inverted Microscope to Bharat Biotech International Limited, Hyderabad.

- Exported a Motorized Digital Inverted Microscope to Sweden.
- Supplied a Rheo-Optics Set-up to the Indian Institute of Science (IISc), Bengaluru.
- Supplied an Optical Microscope Segment System to IIT Guwahati.
- Supplied an Inverted Metallurgical Microscope to Amal Jyothi College of Engineering.

b. Indigenous Product Innovation

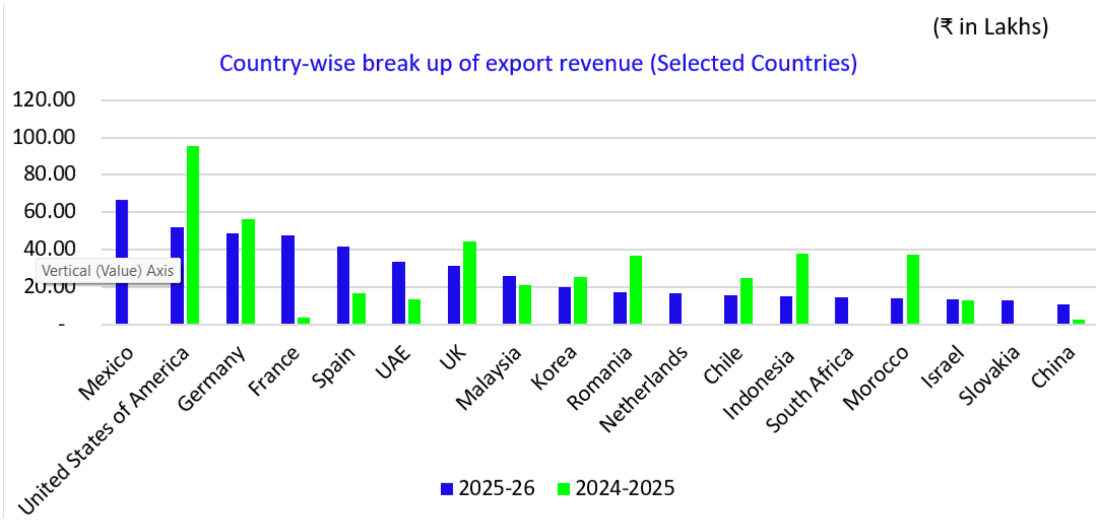
- Successfully designed and developed an Industrial Scale Needle-less Electrospinning Unit in collaboration with SASTRA Deemed to be University, with support from the Ministry of Heavy Industries, Government of India.

c. Advanced Optical Manufacturing Capabilities

Expanded capabilities under **OPTOFab**, offering end-to-end solutions covering design, fabrication, alignment, testing and performance evaluation of high-precision optical components, opto-mechanical systems and custom optical assemblies.

d. Growth in Export Markets

Achieved significant growth in exports to **France, Spain, Kenya, the UAE, Israel and China**. Despite a moderate decline in exports to the **United States** due to higher tariffs, the Company expanded its export footprint to new markets, including **Mexico, the Netherlands, South Africa, Slovakia and Sweden**.



e. Tender Participation

During the year, the Company participated in 5,860 tenders and enquiries floated by various organisations across India and submitted competitive bids. The Company secured 1,974 orders, achieving a success rate of 33.69%.

Sl.No	Category	Tenders	Orders Received	% of Success
a	IITs & Research institutions	1648	596	36.16
b	Universities & IISERs	1512	444	29.36

c	GeM	87	55	63.21
d	E Tenders	104	66	63.46
e	Dealers	1757	578	32.9
f	Export	661	176	26.62
g	Formal	91	59	64.83
	Total	5860	1974	33.69

8. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

People at Holmarc remain the cornerstone of the Company's success and a key driver of its sustained growth. The Company is committed to fostering an inclusive, collaborative and performance-oriented work environment where employees are encouraged to contribute, innovate and grow professionally.

Building a future-ready workforce continues to be a strategic priority. Through continuous learning, skill enhancement, leadership development and career growth opportunities, the Company is strengthening employee capabilities to meet evolving business requirements.

As on **31st March, 2026**, the Company had a total workforce of **359 employees**, including **60 trainees**. Women constituted **32.3% of the permanent workforce**, reflecting the Company's commitment to promoting diversity and inclusion across the organization.

9. DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR

The Financial Ratios are as follows:

SL No	Head	Ratio	Year ended 31-3-2026	Year ended 31-3-2025	Change in%	Comment
1	Current Ratio	Total Current Assets / Current Liabilities	5.48	7.59	-27.89%	A decrease in Current Ration due to a proportionately higher increase in current liabilities compared to the increase in current assets.
2	Net Debt Equity Ratio	Total Debt / Shareholder's Equity	0.02	-	100%	The ratio reflects the presence of outstanding debt at the end of the current year. In the previous year, no debt was outstanding at the reporting date; accordingly, the ratio was Nil.

3	Debt Service Coverage Ratio	EBITD / (Net Finance Charges + Scheduled Principal Repayments of non-current borrowings and lease obligation (excluding prepayments)	61.85		100%	The decrease in the Debt Service Coverage Ratio is attributable to the commencement of debt servicing during the current year. In the previous year, the Company had no
4	Return on Equity	Profit after tax / Average Equity	0.14	.015	-3.92%	
5	Inventory Turnover Ratio	Cost of goods sold OR sales / Average Inventory	7.72	9.57	-19.36%	
6	Trade Receivable Turnover Ratio	Turnover / Average Trade Receivable	5.15	4.99	3.19%	
7	Trade Payables Turnover Ratio	Purchases / Average Trade Payables	18.84	18.72	0.62%	
8	Net Capital Turnover Ratio	Turnover / Average Working Capital	2.02	1.96	3.22%	
9	Net Profit Ratio (%)	Net Profit after Tax / Turnover	9.67%	10.05%	-3.81%	
10	Return on Capital Employed (%)	EBIT / Capital Employed	16%	17%	-6.26%	
11	Return on Investment (%)	Net gain / (loss) on sale or fair value changes of investments /Average investment funds in investments	NA	NA	NA	

10. <u>DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF.</u>

The Return on Net Worth witnessed a marginal decrease of 3.87% as compared to the previous financial year, primarily due to a higher growth in the Company's net worth relative to the increase in Profit after Tax during the year. The increase in net worth reflects the Company's strengthened financial position.

STATUTORY REPORTS

NOTICE OF THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the **34TH ANNUAL GENERAL MEETING** (AGM) of the Members of **HOLMARC OPTO-MECHATRONICS LIMITED** ("the Company") will be held on **TUESDAY, 01ST SEPTEMBER 2026 at 3.30 p.m.** at Conference Hall, First Floor, The Kerala State Small Industries Association (KSSIA), HMT Industrial Estate, Kalamassery, Kanayanoor Taluk, Ernakulam, Kerala - 683503 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2026, including the Balance Sheet as at 31st March 2026 and the Statement of Profit and Loss for the year ended on that date, along with the schedules and Notes forming part of the Accounts and the Cash Flow Statement, as audited and reported by the Auditors of the Company, and the Reports of the Board of Directors and the Auditors to the shareholders and to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March 2026, comprising of the Balance Sheet as at 31st March 2026 and the Statement of Profit and Loss for the year ended on that date along with the schedules and Notes forming part of the Accounts and the Cash Flow Statement, as audited and reported by the Auditors of the Company, together with the Report of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To declare final dividend of Rs. 0.5/- (Fifty paisa only) i.e., 5% per equity shares for the financial year ended 31st March 2026 and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** dividend at the rate of Rs. 0.5/- (Fifty paisa only) ie., 5% per equity share of Rs. 10/- each fully paid-up of the Company, as recommended by the Board of Directors at its meeting held on 28th May 2026, be and is hereby declared for the financial year ended 31st March, 2026 and the same be paid out of the profits of the Company."

3. To appoint a director in place of Ms. Jaya Jolly (DIN: 09723618), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Jaya Jolly (DIN: 09723618), who retires by rotation and, being eligible for re-appointment, offers herself for re-appointment, be and is hereby re-appointed as a Whole- Time Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

4. **TO APPROVE RE-APPOINTMENT OF MR. GOPALA KURUP UNNIKRISHNA KURUP (DIN: 07622598), AS WHOLE-TIME DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), subject to provisions of Articles of Association and such other approvals, permission and sanctions of such other authorities and/or agencies as may be required in this regard, and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of Members of the Company be and is hereby accorded for re-appointment of Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598) as Whole-Time Director of the Company for a period of 5 (five) years with retrospective effect from 17th August, 2026 until 16th August, 2031 on the following terms and conditions :

I	Salary: Rs. 1,30,000/- per month. An Annual Increment will be effective from 1st April of each year, which shall be decided by the Board based on the recommendation of the Nomination and Remuneration committee and will be performance - based and taking into account Company's performance as well, within a limit of 25% yearly increment.
II	Variable Performance Bonus not exceeding one month salary.
III	Travelling allowance amounting to Rs. 25,000 per month.
IV	No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
V	He shall be liable to retire by rotation.
VI	Reimbursement of entertainment expenses and all other costs, charges and expenses actually and properly incurred in the course of business of the Company shall be allowed.
VII	The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.

"**RESOLVED FURTHER THAT** pursuant to Section 196(3) and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder, approval of the Members be and is hereby accorded for the re-appointment of Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598), who has attained the age of seventy (70) years, as Whole-time Director of the Company for a period of five (5) years with effect from 17th August, 2026 to 16th August, 2031, on the terms and conditions approved under the preceding resolution."

"RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598) in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the shareholders and central Government, if required."

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

5. TO APPROVE RE-APPOINTMENT OF MR. JAYAGOSH UNNI SRAMBIKKAL (DIN: 09257206), AS WHOLE-TIME DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), subject to provisions of Articles of Association and such other approvals, permission and sanctions of such other authorities and/or agencies as may be required in this regard, and based on the recommendation of Nomination and Remuneration

Committee and Board of Directors, the consent of Members of the Company be and is hereby accorded for re-appointment of Mr. Jayagosh Unni Srambikkal (DIN: 09257206) as Whole -Time Director of the Company for a period of 5 (five) years with retrospective effect from 17th August, 2026 until 16th August, 2031 on the following terms and conditions:

I	Salary: Rs. 1,30,000/- per month. An Annual Increment will be effective from 1st April of each year, which shall be decided by the Board based on the recommendation of the Nomination and Remuneration committee and will be performance- based and taking into account Company's performance as well, within a limit of 25% yearly increment.
II	Variable Performance Bonus not exceeding one month salary.
III	No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
IV	He shall be liable to retire by rotation.
V	Reimbursement of entertainment expenses and all other costs, charges and expenses actually and properly incurred in the course of business of the Company shall be allowed.
VI	The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.

"**RESOLVED FURTHER THAT** pursuant to Section 196(3) and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder, approval of the Members be and is hereby accorded for the re-appointment of Mr. Jayagosh Unni Srambikkal (DIN: 09257206), who will attain the age of seventy years during the tenure of his appointment, as Whole-time Director of the Company for a period of five (5) years with effect from 17th August, 2026 to 16th August, 2031, on the terms and conditions approved under the preceding resolution."

"RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Jayagosh Unni Srambikkal (DIN: 09257206) in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the shareholders and central Government, if required."

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

For and on behalf of the Board
For **HOLMARC OPTO-MECHATRONICS LIMITED**
Sd/-
Jolly Cyriac
Managing Director
(DIN: 00409364)

Kalamassery
05/08/2026

Notes

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto. The information regarding the directors, who are proposed to be re-appointed/seeking re-appointment, is also annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 (forty eight) hours before the commencement of the meeting. In case, the Proxy fails to do so, the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly filled, signed and stamped, not later than 48 (forty eight) hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of body corporates must be supported by an appropriate resolution / letter of authority, as applicable.

3. Corporate/ Institutional Members intending to send their authorised representatives to attend the AGM and vote on their behalf, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting. In case of remote e-voting the authorisation in respect of representative(s) of the Corporate/Institutional Members shall be received by the company on or before close of e-voting.

4. The Final Dividend for the financial year ended 31st March, 2026, as recommended by the Board, if approved at the AGM, will be paid within 30 days from the date of declaration to those Members whose name appears in the Register of Members of the Company as per the list provided by NSDL & CDSL in respect of shares held in electronic form as on the record dated 25th August, 2026.

5. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for dividend payment. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, MICR (Magnetic Ink Character Recognition), IFS Code etc. to their Depository Participant for making necessary changes.

6. The Company has sent out a separate e-mail communication informing the Members regarding the relevant procedure to be adopted by the Members to avail the applicable tax rate as per the Income Tax Act, 1961.

7. As per the provisions of Sections 124 and 125 of the Companies Act, 2013, and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, dividends that remain unpaid or unclaimed for a period of seven (7) years are required to be transferred

to the Investor Education and Protection Fund (IEPF).

8. The detailed dividend history, along with due dates for transfer to IEPF and details of unpaid or unclaimed amounts lying with the Company as on 31st March, 2026, are available on the Company's website at: https://holmarc.com/dividend.php and also on the Ministry of Corporate Affairs (MCA) website.

9. Members who have not claimed their dividend for the years mentioned therein are requested to make their claim to the Company at cs@holmarc.com or to the Registrar & share Transfer Agents of the company at gomathi@cameoindia.com.

10. The Notice of the Annual General Meeting (AGM) along with the Annual Report for the financial year 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. A copy of the notice of the AGM along with the Annual Report is also available for download on the website of the Company https://holmarc.com/annual_report.php. For those members whose e-mail addresses are not registered with the Company/Depositories, they will receive a physical letter via post containing a link to access the digital Annual Report. Members of the Company hold¬ing shares as on BENPOS date i.e., 07th August, 2026 will receive Annual Report for the financial year 2025-26. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Reg¬ulations), physical copy of the Annual Report is required to be sent only to those Members who spe¬cifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the financial year 2025-26, may write to the Company at cs@holmarc.com, requesting for the same by providing their holding details. A person, who is not a Member as on the cut-off date i.e., 25th August, 2026 should treat this Notice for information purposes only.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice and the Explanatory statement, if any, will be available for inspection by the Members during business hours at the Registered Office of the company from the date of circulation of this Notice upto the date of AGM and also during the AGM. Members seeking to inspect such documents can send an e-mail to cs@holmarc.com.

12. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before 24th August, 2026 by sending e-mail on cs@holmarc.com to enable the Management to keep full information ready on the date of AGM.

13. Members are requested to quote their DP ID / Client ID in all correspondence with the Company / Registrar and Share Transfer Agent.

14. Members/ proxies should bring the attendance slips duly filled in for attending the meeting. The Proxies should carry their identity proof i.e. a Pan Card / Aadhaar card/ Passport / Driving License.

15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2015, the Company is providing to its Members, facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means ("e-voting"). For this purpose, the Company has entered into an agreement with CDSL, as the autho-

rised agency for facilitating voting through electronic means. Members of the Company as on cut-off date which is 25th August, 2026 may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“remote e-voting’’) through the remote e-Voting platform provided by CDSL. The e-Voting shall commence from 29th August, 2026 at 09.00 AM (IST) and shall end on 31st August, 2026 at 05.00 PM (IST).The remote e-voting module shall be disabled by CDSL thereafter. The facility for voting by ballot or polling paper shall be made available at the meeting and Members of the Company as of cut-off date, attending the meeting who has not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 29th August, 2026 at 09.00 AM (IST) and ends on 31st August, 2026 at 05.00 PM (IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on on the cut-off date (record date) of 25th August, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login creden-**

tial, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of Individual shareholders holding shares in demat mode.

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

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

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

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

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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

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

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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

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

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address cs@holmarc.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

17. The Board of Directors have appointed CS Sreekumar PS, Partner, SVJS & Associates, Practising Company Secretaries (CP No:8067), Cochin as the Scrutinizer to scrutinize the remote e-voting process as well as voting during the AGM in a fair and transparent manner.

18. The Scrutiniser shall after the conclusion of e-Voting at the 34th AGM, first unblock the votes cast through remote e-Voting and thereafter consolidate the votes cast through remote e-Voting and those cast at the AGM. The scrutiniser shall then make a consolidated scrutiniser's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorised by him, within 48 (forty eight) hours from the conclusion of the 34th AGM, who shall then countersign and declare the result of the voting forthwith.

19. The voting results of AGM declared along with Scrutinizer Report shall be placed on the Company's website https://holmarc.com & also on the website of the CDSL within 48 hours of conclusion of the Meeting and be also communicated to NSE where the shares of the company are listed.

20. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date is 25th August, 2026. A person, whose name is recorded in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through ballot paper.

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

22. Registrar and Transfer Agents of the Company is **M/s. CAMEO CORPORATE SERVICES LTD**. The address of Registrars and Transfer Agents of the Company is as follows:

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

    Contact Person: Ms. C. Gomathi
    Tel: 044 - 4002 0728, +91 8778974010
    Email: gomathi@cameoindia.com

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

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

Kalamassery
05/08/2026

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

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

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

Item No. 04: TO APPROVE RE-APPOINTMENT OF MR. GOPALA KURUP UNNIKRISHNA KURUP (DIN: 07622598), AS WHOLE-TIME DIRECTOR OF THE COMPANY.

Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598) was appointed as the Whole-time Director of the Company for a term of five (5) years, with effect from 17th August 2021, through a special resolution passed at the Extra-Ordinary General Meeting of the Company held on the same date. His current term of office is due to expire on 16th August 2026. As he has attained the age of eighty-one (81) years, his re-appointment as the Whole-time Director of the Company requires the approval of the Members by way of a Special Resolution in terms of Section 196(3)(a) of the Companies Act, 2013.

Mr. Gopala Kurup Unnikrishna Kurup possesses rich and diverse experience, which is a valuable asset to the Company. In view of his rich experience, continued leadership, and valuable contributions to the growth and operations of the Company, the Board is of the considered opinion that his continued association as the Whole-time Director of the Company will be of immense benefit to the Company.

The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 07th March, 2026 and 10th March, 2026, respectively, recommended and approved, subject to the approval of the Members, the re-appointment of Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598) as the Whole-time Director of the Company for a further period of five (5) years with effect from 17th August, 2026, to 16th August, 2031 on the terms and conditions set out in the resolution.

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

Except for the condition relating to age, he satisfies all the other conditions set out in Part-I of Schedule V to the Companies Act, 2013 and also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, He has given his consent for the said re-appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing his candidature.

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

The Board of Directors hereby recommends the resolution set out in item no. 04 in this Notice for your approval as a Special Resolution.

Item No. 05: TO APPROVE RE-APPOINTMENT OF MR. JAYAGOSH UNNI SRAMBIKKAL (DIN: 09257206), AS WHOLE-TIME DIRECTOR OF THE COMPANY.

Mr. Jayagosh Unni Srambikkal (DIN: 09257206) was appointed as the Whole-time Director of the Company, for a term of five (5) years, with effect from 17th August 2021, through a special resolution passed at the Extra-Ordinary General Meeting of the Company held on the same date. His current term of office is due to expire on 16th August 2026.

Mr. Jayagosh Unni Srambikkal possesses extensive experience in finance and has made significant contributions to the growth and development of the Company. In view of his rich professional experience and substantial contribution to the Company's operations and growth, the Board is of the considered opinion that his continued association as the Whole-time Director of the Company will be in the best interests of the Company.

The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 07th March, 2026 and 10th March, 2026, respectively, recommended and approved, subject to the approval of the Members, the re-appointment of Mr. Jayagosh Unni Srambikkal (DIN: 09257206) as the Whole-time Director of the Company for a further period of five (5) years with effect from 17th August, 2026 to 16th August, 2031, on the terms and conditions set out in the resolution.
Details to be disclosed as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of the Meeting.
He satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 and also conditions set out under Section 196(3) of the Act for her re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, he has given his consent for the said re-appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing his candidature.

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

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

For and on behalf of the Board
For **HOLMARC OPTO-MECHATRONICS LIMITED**
Sd/-
Jolly Cyriac
Managing Director
(DIN: 00409364)

Kalamassery
05/08/2026

Annexure - A

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

Name of Director	Gopala Kurup Unnikrishna Kurup	Jayagosh Unni Srambikkal
DIN	07622598	09257206
Date of Birth	06/04/1945	02/11/1958
Age	81	67
Date of first appointment on the Board	17-08-2021	17-08-2021
Qualification	Bachelor of Commerce from Kerala University in the year 1966 Master of Commerce from Kerala University in the year 1968 Post Graduate Diploma in Business Management from Annamalai University in the year 1983	Bachelor of Commerce from Kerala University in the year 1980. Master of Commerce from Kerala University in the year 1992
A Brief Resume of the Director & Nature of his Expertise in Specific Functional **Areas**	He is the Whole Time Director of our company. He has been on the Board of Directors of our Company since August 17, 2021. He holds Degree of Master of Commerce from Kerala University and Post Graduate Diploma in Business Management from Annamalai University. He has 59 years of experience in diversified fields. He has worked with M/s. The Fertilisers and Chemicals Travancore Limited (FACT), A Government of India Enterprise; in their Marketing Division, Caprolactam Division and FACT Engineering and Design Organization (FEDO). He has served FACT for 35 years at different levels. He has attended seminars, training programs and conferences and has been member of some of the committees. He was a member of FACT Lalitha Kala Kendra, Management Representative of FACT Sports Association, Horti Agricultural Society and FACT Co-operative Society. After his retirement in 2003, he joined with M/s. Marine Hydrocolloids, Manufacturer of Agar Agar, Kochi as their General Manager. He was involved in the import of Seaweed and export of Agar Agar. He went for a training in seaweed cultivation and processing. In 2006, he joined M/s. Mereena Group, Manufacturer of Thinners, Wood Finishes and Auto Finishes. In 2007, he joined HOLMARC and his dynamism and experience helped us to grow.	He is the Whole Time Director of our company. He has been on the Board of Directors of our Company since August 17, 2021. He holds a Master's Degree in Commerce from Kerala University. He has 40 years of experience in Accounts and Taxation. Before joining HOLMARC, He has worked with M/s. Raghunandan Electronics Limited, Bangalore, Exide Industries Ltd and Jai Hind Travels Private Limited. His experience in VAT, GST and Taxation has helped the Company to go ahead without any taxation problem. He is well versed in Tally ERP. He is efficient in solving all accounting problems including payroll.

	He is a social worker. He worked with Amritanandamayi Ashram in forming Self Help Group among fishermen family after tsunami. He was one among the team members in rescue operation during the flood in 2018 and rehabilitation of flood victims. He was a part time faculty member of the Cochin Chapter of ICWA.	His endeavour in finalizing the Annual Accounts and feeding the information required by the Management has helped to take very effective decisions.
Experience	59 years of Experience	40 years of Experience
Disclosure of relationships between directors inter-se and KMP	NA	NA
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil	Nil
No. of Shares held in the Company	Nil	Nil
No. of Board meetings attended during last Financial Year	04 meetings	03 meetings

Terms and conditions of Re-appointment and Remuneration sought to be paid	Salary: Rs. 1,30,000/- per month. An Annual Increment will be effective from 1st April of each year, which shall be decided by the Board based on the recommendation of the Nomination and Remuneration committee and will be performance- based and taking into account Company's performance as well, within a limit of 25% yearly increment. Variable Performance Bonus not exceeding one month salary. Travelling allowance amounting to Rs. 25,000 per month. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof. He shall be liable to retire by rotation. Reimbursement of entertainment expenses and all other costs, charges and expenses actually and properly incurred in the course of business of the Company shall be allowed. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.	Salary: Rs. 1,30,000/- per month. An Annual Increment will be effective from 1st April of each year, which shall be decided by the Board based on the recommendation of the Nomination and Remuneration committee and will be performance - based and taking into account Company's performance as well, within a limit of 25% yearly increment. Variable Performance Bonus not exceeding one month salary. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof. He shall be liable to retire by rotation. Reimbursement of entertainment expenses and all other costs, charges and expenses actually and properly incurred in the course of business of the Company shall be allowed. The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.
Remuneration last drawn	Rs. 17,30,000 per annum.	Rs. 14,30,000 per annum.
Information as required **under Circular No. NSE/CML/2018/02 dated June 20, 2018 issued by the NSE**	The appointing Director is not debarred from holding office of director by virtue of any SEBI order or any other such authority	The appointing Director is not debarred from holding office of director by virtue of any SEBI order or any other such authority

Name of Director	Jaya Jolly
DIN	09723618
Date of Birth	22/05/1970
Age	56

Date of first appointment on the Board	26/09/2022
Qualification	Bachelor of Commerce from University of Calicut in the year 1990. Master of Commerce from Madurai Kamaraj University in the year 1992.
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	Ms. Jaya Jolly holds a Master's degree in Commerce from Madurai Kamaraj University. She currently serves as the company's director. She joined Holmarc in 2016 and became a full-time director in 2022. Ms. Jaya Jolly is a direct, capable, and committed leader passionate about empowering women. She spearheads the team responsible for verifying and validating bills and vouchers for all purchase expenses and also plays a crucial role in inventory management. She is instrumental in optimizing and preserving order in Holmarc's procurement and inventory departments.
Experience	10 years of Experience
Disclosure of relationships between directors inter-se and KMP	Spouse of Managing Director- Mr. Jolly Cyriac
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil
No. of Shares held in the Company	3,600 Shares
No. of Board meetings attended during last Financial Year	04 meetings
Terms and conditions of **Appointment Remuneration sought to be paid**	● Salary: Rs. 1,30,000/- per month. An Annual Increment will be effective from 1st April of each year, which shall be decided by the Board based on the recommendation of the Nomination and Remuneration committee and will be performance- based and taking into account Company's performance as well, within a limit of 25% yearly increment. ● Variable Performance Bonus not exceeding one month salary. ● No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof. ● she shall be liable to retire by rotation.

	• Reimbursement of entertainment expenses and all other costs, charges and expenses actually and properly incurred in the course of business of the Company shall be allowed. • Leave with full pay and allowances shall be allowed as per the Company's Rules. • Encashment of Leave at the end of the financial year. • The perquisites if any shall be valued as per the Income Tax Rules, 1962, as may be applicable.
Remuneration last drawn	Rs. 14,30,000 per annum
Information as required **under Circular No. NSE/CML/2018/02 dated June 20, 2018 issued by the NSE**	The appointing Director is not debarred from holding office of director by virtue of any SEBI order or any other such authority

DIRECTORS' REPORT

TO
THE MEMBERS
HOLMARC OPTO-MECHATRONICS LIMITED

Your Directors have the pleasure of presenting you with the 34th Annual Report along with the Audited Financial Statements and the Report of the Auditors for the financial year ended 31st March 2026.

1. FINANCIAL SUMMARY

The summary of the financial performance for the financial year ended March 31, 2026 and the previous financial year ended March 31, 2025 is given below:

(Rs.in '00,000)

PARTICULARS	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Total Revenue	4,266.07	3,771.22
Total Expenditure	3,737.87	3,277.67
Profit / (Loss) before Tax and Extra-ordinary Items	528.21	493.55
Extra-Ordinary Items	-	-
Tax Expense: Current Tax Deferred Tax	134.90 (14.89)	128.64 (8.61)
Profit / (Loss) after Tax	408.19	373.51
Earnings per share (Basic)	4.06	3.72
Earnings per share (Diluted)	4.06	3.72

Financial Summary

Revenue from Operations of the Company for the financial year ended 31st March 2026 was at 4,222.53 with an increase of Rs.505.81 Lakhs as compared to Rs. 3,716.72 in the previous year ie., growth was 13.61%. The Company recorded a net profit of Rs. 408.19 Lakhs during the financial year ended 31st March 2026, higher by 9.28% compared to the net profit of Rs. 373.51 Lakhs in the previous financial year ended 31st March 2025.
The detailed highlights of the Company's performance and the state of its affairs are included in the Management Discussion and Analysis Report forming part of the Annual Report.

2. CHANGE IN NATURE OF BUSINESS

During the year under report, there was no change in the nature of business of the Company

3. 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:

There were no 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 this report.

4. TRANSFER TO RESERVES:

The Board of Directors of your Company has decided not to transfer any amount to the Reserves for the year under review.

5. DIVIDEND:

Dividend Proposed:

i. The Board of Directors of your company has decided to recommend a final dividend of ₹ 0.5/- (5%) per equity share of the face value of ₹ 10/- each, for the Financial Year ended 31st March 2026. The said dividend on equity shares is subject to the approval of the Shareholders at the ensuing Annual General Meeting ('AGM') scheduled to be held on 1st September, 2026. The dividend, if approved by the shareholders, would involve a cash outflow of ₹ 50.25 lakhs subject to deduction of income tax at source.

ii. The Record date for the purpose of the final dividend for the financial year ended 31st March, 2026, is 25th August, 2026.

Dividend Paid during the year under Report:

iii. The shareholders, at the previous Annual General Meeting for the financial year 2024-25, approved a final dividend of ₹0.40 per fully paid-up equity share of face value ₹10 each for the financial year ended 31st March 2025, based on the recommendation of the Board of Directors.

Unpaid/Unclaimed Dividend:

iv. Pursuant to Section 125 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The below table gives the year wise amount of unpaid/unclaimed dividend lying in the unpaid account as on 31st March 2026 and the due dates for transfer of unclaimed and unpaid dividends declared by the Company and corresponding shares to IEPF.

Financial Year ended	Date of declaration of dividend	Amount (in Rs.)	Due date for transfer of Dividend amount	Corresponding number of shares	Due date for transfer of corresponding shares
2023-24	21-08-2024	₹4750	19-09-2031	15000	19-10-2031
2024-25	20-09-2025	₹ 2700	23-10-2032	6750	22-11-2032

v. During the year under report, the Company was not required to transfer any amount/shares to the Investor Education and Protection Fund (IEPF) since no dividend has remained unclaimed or unpaid for seven consecutive years or more.

6. CHANGES IN THE CAPITAL STRUCTURE

There is no change in the Authorized, Issued, Subscribed and Paid-up share capital during the financial year.

i. Authorised Share Capital

The Authorized Share Capital of the Company as on 31st March 2026 is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 equity shares of Rs. 10/- each and there has been no change in the same during the year under report.

ii. Paid-up share Capital

The issued, subscribed and paid-up capital of the company as on 31st March 2026 is Rs. 10,05,00,000/- (Rupees Ten Crore and Five Lakhs only) divided into 1,00,50,000 equity shares of Rs. 10/- each.

7. REGISTRAR AND TRANSFER AGENTS

During the year under report, Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002, Tamil Nadu, was the Registrar and Transfer Agent of the Company.

The ISIN of the Company is INE0LXA01019 and all the shares of the Company are held in dematerialized form.

8. DETAILS OF LOCK-IN OF SHARES

In line with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, below are the details of the lock-in Shares of the Company held by Promoters:

Name of the share-holder	Category	No.of Equity Shares locked-in	Amount per share (in Rs.)	Lock -in-date
Jolly Cyriac	Promoter	11,83,436	10	05-10-2026
Ishach Sainuddin	Promoter	8,26,564	10	05-10-2026

9. CONSOLIDATED FINANCIAL STATEMENTS

The Company is not required to consolidate its Financial Statements for the financial year ended 31st March, 2026 as the Company does not have any subsidiary or associate or joint venture companies.

10. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under report, none of the companies have become or ceased to be an associate/ subsidiary/ joint venture/ holding company. The Company does not have any associate/ subsidiary/ Joint venture/ holding company as on 31st March 2026.

MANAGEMENT

11. 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 Company has in place a 'Policy on Nomination & Remuneration for Directors, Key Managerial Personnel (KMP) and Senior Management', which, inter-alia, lays down the criteria for identifying the persons who are qualified to be appointed as Directors and/or Senior Management Personnel of the Company, along with the criteria for determination of remuneration of Directors, KMPs, Senior Management and their evaluation and includes other matters, as prescribed under the provisions of Section 178 of the Companies Act, 2013. The Remuneration paid to the Directors is in line with the Remuneration Policy of the Company. Our Company has placed the policy on the Company website and the weblink is https://www.holmarc.com/pdf/Nomination_and_Remuneration_Policy.pdf.

12. COMPOSITION OF THE BOARD OF DIRECTORS:

As on 31st March 2026, the Board of Directors of the Company is duly constituted as follows:

Sl. No.	DIN	Directors Name	Designation
1.	00409364	Mr. Jolly Cyriac	Managing Director
2.	00409402	Mr. Ishach Sainuddin	Whole-Time Director and CFO
3.	09723618	Ms. Jaya Jolly	Whole-Time Director
4.	07622598	Mr. Gopala Kurup Unnikrishna Kurup	Whole-Time Director
5.	09257206	Mr. Jayagosh Unni Srambikkal	Whole-Time Director
6.	02602190	Mr. Sajeev Plavita Gopinathan Nair	Independent Director
7.	07459768	Ms. Tracy Tulassne Caesar	Independent Director
8.	10132996	Ms. Anju Poulose	Independent Director

Changes during the Financial Year

The following changes in the constitution of Board of Directors during the year under report were in compliance with the provisions of the Act:

i. Mr. Reji Zachariah (DIN: 07402596) and Mr. Ananthavally Raghavan Satheesh (DIN: 09751547), Independent Directors, tendered their resignations from the Board with effect from 16th April, 2025 and 21st April, 2025, respectively. The Board placed on record its sincere appreciation for their contribution made to the Company during their tenure as independent directors of the company.

ii. Following the resignation of two Independent Directors from the Board, and in order to maintain the proper balance between Independent and Non-Independent Directors on the Board, in line with regulatory requirements, the following Whole-Time Directors resigned from the position of Whole-Time Director and from the Directorship of the Company, with effect from 12th May 2025:

- Mr. Vellachalil Ramakrishnan Sanjaykumar (DIN: 09257141)
- Mr. Abdul Rasheed Aledath Kochunni (DIN: 09257188)
- Mr. Jim Jose Punnackal Josey (DIN: 09257264)

- Mr. Lijo George (DIN: 09257355)
- Mr. Pottekkattu Muhammed Muhammed Shafi (DIN: 09257403)

The Board of Directors placed on record its sincere appreciation and deepest gratitude for the valuable contributions made to the company during their tenure as Whole – Time Directors of the company.

i. Based on the recommendation of Nomination and Remuneration committee and Board of Directors, the shareholders of the Company at the Annual General Meeting of the Company held on 20th September 2025 re – appointed Ms. Jaya Jolly (DIN: 09723618), as Whole-time director of the Company for a term of five (5) years with effect from 26th September 2025 until 25th September 2030.

ii. Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598), Whole-time Director, who is liable to retire by rotation, had attained the age of 70 years during his tenure. Accordingly, the approval of the shareholders by way of a Special Resolution was obtained at the Annual General Meeting held on 20th September 2025 for continuation of his office as Whole-time Director, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iii. Mr. Jayagosh Unni Srambikkal (DIN: 09257206) and Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598), Whole-time Directors liable to retire by rotation, retired by rotation at the Annual General Meeting and, being eligible, offered themselves for re-appointment. The shareholders approved their re-appointment as Whole-time Directors liable to retire by rotation.

To be proposed in the Ensuing AGM

i. Pursuant to the provisions of Section 152 of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), Ms. Jaya Jolly (DIN: 09723618), Whole – time director, is liable to retire by rotation and being eligible, offers herself for re-appointment. The Board of Directors and NRC recommends her re-appointment to the Members for their consideration at the 34th Annual General Meeting.

ii. The current term of five (5) year of appointment of Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598) as the Whole-time Director of the Company, which was approved by the shareholders through a special resolution at the Extra-Ordinary General Meeting held on 17th August 2021, is due to expire on 16th August 2026 and he has attained the age of 70 years. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved and recommended his re-appointment as the Whole-Time Director for a further term of five (5) years, on the terms and conditions set out in the Notice convening the Annual General Meeting and the Explanatory Statement annexed thereto. Accordingly, the approval of the members by way of a Special Resolution is being sought for his re-appointment.

iii. The current term of five (5) year term of appointment of Mr. Jayagosh Unni Srambikkal (DIN: 09257206) as the Whole-time Director of the company, which was approved by the shareholders through a special resolution at the Extra-Ordinary General Meeting held on 17th August 2021, is due to expire on 16th August 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved and recommended his re-appointment as Whole-Time Director for a further term of five (5) years, on the terms and conditions set out in the Notice convening the Annual General Meeting and the Explanatory Statement annexed thereto. Jayagosh Unni Srambikkal will attain the age of seventy (70) years during the proposed tenure of his re-appointment; approval of the Members by way of a Special Resolution is being sought.

13. PARTICULARS OF REMUNERATION OF DIRECTORS AND EMPLOYEES:

The disclosure with reference to the particulars of the ratio of remuneration of each director to the median employee's remuneration in accordance with Section 197 (12) of the Act and other particulars as per Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached to this report as **Annexure 1.**

14. INDEPENDENT DIRECTORS:

A. Declaration of Independent Directors:

The Company has received necessary declaration from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 read with Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Independent Directors of the Company meet the criteria of their Independence laid down in Section 149(6) of the Companies Act, 2013.

The Independent Directors have also confirmed that they have complied with the Code for Independent Directors prescribed under Schedule IV to the Companies Act, 2013 and the Code of Conduct for Directors and Senior Management Personnel adopted by the Company.

In the opinion of the Board, the Independent Directors possess the requisite integrity, expertise and experience (including proficiency, wherever applicable) and fulfil the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and are independent of the Management.

B. Independent Directors Meeting:

The meeting of the Independent Directors was held on 19th February, 2026 as per schedule IV of the Companies Act, 2013. The Independent Directors reviewed the performance of Non-Independent Directors, the Committees and the Board as a whole along with the performance of the Chairman of your Company, taking into account the views of Executive Directors and assessed the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

C. Familiarization Programme for Independent Directors:

The details of the Familiarization Programs conducted by the Company during the year under report are available on the website of the Company in the web address https://holmarc.com/familiarisation_programme.php.

15. COMPOSITION OF COMMITTEES OF THE BOARD:

The constitution of the Board Committees is in compliance with the provisions of the Companies Act, the relevant rules made thereunder, and the Listing Regulations applicable to the Company. The composition of these committees is as follows:

i. Audit Committee

Sl. No.	Name of the Member	DIN	Designation
01	Mr. Sajeev Plavita Gopinathan Nair	02602190	Chairman
02	Ms. Anju Poulose Maliyakkal	10132996	Member
03	Mr. Gopala Kurup Unnikrishna Kurup	07622598	Member

ii. Nomination and Remuneration Committee

Pursuant to the resignation of Mr. Reji Zachariah (DIN: 07402596) and Mr. Ananthavally Raghavan Satheesh (DIN: 09751547), Independent Directors of the Company, with effect from 16th April, 2025 and 21st April, 2025, respectively, the Board of Directors, at its meeting held on 26th May, 2025, reconstituted the Nomination and Remuneration Committee. The composition of the Nomination and Remuneration Committee as on 31st March, 2026 is as follows:

Sl. No.	Name of the Member	DIN	Designation
01	Mr. Sajeev Plavita Gopinathan Nair	02602190	Chairman
02	Ms. Anju Poulose Maliyakkal	10132996	Member
03	Ms. Tracy Tulassne Caesar	07459768	Member

iii. Stakeholders' Relationship Committee

Sl. No.	Name of the Member	DIN	Designation
01	Ms. Tracy Tulassne Caesar	07459768	Chairman
02	Mr. Ishach Sainuddin	00409402	Member
03	Mr. Jayagosh Unni Srambikkal	09257206	Member

16. ANNUAL EVALUATION OF PERFORMANCE OF THE BOARD, ETC.

The Nomination and Remuneration Committee has formulated a Performance Evaluation Policy of the Board for the purpose of evaluation of the individual Directors, the Board as a whole and the Board committees, which is available in the website of the Company in the web address https://holmarc.com/corporate_governance.php#:~:text=Board%20Evaluation%20Policy.

Pursuant to the applicable sections of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and a formal evaluation of the performance of the Board, its Committees and the Individual Directors was done during the period under report. The evaluation process was conducted through a Google Forms questionnaire, assessing the performance of each Director, the Chairman, the Board, and its Committees. The questionnaire highlighted key attributes of the Directors, the quality of their interactions, and the overall effectiveness of the Board. After collecting responses from individual Directors, the Independent Directors compiled the findings and reported them independently to the Nomination and Remuneration Committee as well as to the Chairman of the Company. Based on the evaluation reports, the Nomination and Remuneration Committee recommended the re-appointment and salary increments for the current year. There was no observation in board evaluation carried out for the year. The feedback and suggestions from the evaluation was discussed at the Board meeting and noted for further improvement and action, wherever required.

17. 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 that:

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 2025-26;

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; The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;

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.

18. MEETINGS:

i) Board Meeting

During the Financial Year 2025-26, The Board met 4 times on 26th May 2025, 19th August 2025, 12th November 2025 and 10th March 2026. The attendance of all the directors at Board Meetings held during the year under report and attendance in the last AGM are detailed below:

Sl. No.	Name of Director	26/05/25	19/08/25	12/11/25	10/03/26	Attendance in last AGM
1.	Mr. Jolly Cyriac	Yes	Yes	Yes	Yes	Yes
2.	Mr. Ishach Sainuddin	Yes	Yes	Yes	Yes	Yes
3.	Ms. Jaya Jolly	Yes	Yes	Yes	Yes	Yes
4.	Mr. Gopala Kurup Unnikrishna Kurup	Yes	Yes	Yes	Yes	Yes
5.	Mr. Jayagosh Unni Srambikkal	No	Yes	Yes	Yes	Yes
6.	Mr. Sajeev Plavita Gopinathan Nair	Yes	Yes	Yes	Yes	Yes
7.	Ms. Tracy Tulassne Caesar	Yes	Yes	Yes	Yes	Yes
8.	Ms. Anju Poulose	Yes	Yes	Yes	Yes	Yes

The meetings were held in accordance with the applicable provisions of the Act. The board has not contravened the provisions of Companies Act, 2013 regarding the minimum number of meetings in a financial year and the maximum intervening gap of 120 days between two consecutive meetings. During the year, some of the businesses were considered by the Board by passing resolutions by circulation.

ii) Audit Committee

The Details of the Audit Committee Meetings held during the year under report are as follows:

S l . No.	Name of Director	Dates of meetings held during the FY 2025-26			
		23/05/25	19/08/25	12/11/25	10/03/26
1.	Mr. Sajeev Plavita Gopinathan Nair	Yes	Yes	Yes	Yes
2.	Ms. Anju Poulose Maliyakkal	Yes	Yes	Yes	Yes
3.	Mr. Gopala Kurup Unnikrishna Kurup	Yes	Yes	Yes	Yes

During the year under review, there has been no instance where the recommendations of the Audit Committee have not been accepted by the Board.

iii) Nomination and Remuneration Committee

The details of the Nomination and Remuneration committee meeting held during the year under report are as follows:

Sl. No.	Name of Director	Dates of meetings held during the FY 2025-26
		07/03/26
1.	Mr. Sajeev Plavita Gopinathan Nair	Yes
2.	Ms. Anju Poulose Maliyakkal	Yes
3.	Ms. Tracy Tulassne Caesar	Yes

v) Stakeholders' Relationship Committee

The details of the Stakeholders' Relationship committee meeting held during the year under report are as follows:

Sl. No.	Name of the Director	Date of meetings held during the FY 2025-26
		07/03/2026
1.	Ms. Tracy Tulassne Caesar	Yes
2.	Mr. Ishach Sainuddin	Yes
3.	Mr. Jayagosh Unni Srambikkal	Yes

v) Independent Directors Meeting

During the Financial Year under review, a separate Meeting of the Independent Directors was held on 19th February, 2026 without the attendance of Non-Independent Directors and the Management of the Company. The Independent Directors, in their separate meeting held on 19th February 2026:

(a) Reviewed the performance of non-independent directors and the Board as a whole;

(b) Reviewed the performance of the Chairman of the company, taking into account the views of executive directors and non-executive directors;
(c) Assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

19. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report forms part of the Annual Report.

20. AUDITORS

i. Statutory Auditor

The shareholders, at the Annual General Meeting held on 31st May 2023, appointed M/s. G. Joseph & Associates, Chartered Accountants (Firm Registration No. 006310S), as the Statutory Auditors of the Company in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. M/s. G. Joseph & Associates will hold office until the conclusion of the 36th Annual General Meeting, scheduled to be held in the year 2027-28.

ii. Secretarial Auditor

Based on the recommendation of Audit Committee, the Board of Directors at their meeting held on 12th November, 2025 appointed M/s. SVJS and Associates, Cochin (Practicing Company Secretaries) as Secretarial Auditor of the Company pursuant to Section 204 of the Companies Act 2013, to undertake Secretarial audit of the Company for the Financial Year 2025-26.

In accordance with the provisions of Section 204 of the Companies Act, M/s. SVJS and Associates conducted the secretarial audit for the financial year ended 31st March 2026. Secretarial Audit Report as issued by the Secretarial Auditor, in Form No. MR-3 for the Financial Year 2025-26 is set out in the Annexure 2 to this report.

iii. Internal Auditor

Pursuant to Section 138 of the Act, the Board of Directors, upon recommendation of the Audit Committee, at its meeting held on 26th May, 2025 had appointed M/s. Joseph & Co. (Firm Registration No. 012843S), Practicing Chartered Accountant Firm as Internal Auditor of the Company to undertake the Internal audit of the Company for the Financial Year 2025-26. The Audit Committee periodically reviews and implements the recommendations of Internal Auditors.

21. EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR A VERSE REMARK OR DISCLAIMER MADE.

i. The Statutory Auditor has issued an unmodified opinion on the Financial Statements for the Financial Year ended 31st March, 2026. The Auditors' Report for the Financial Year ended 31st March, 2026 has no qualifications, reservations, adverse remarks or disclaimers made by the Auditors in their report.

ii. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

22. REPORT OF FRAUD BY THE AUDITORS

None of the auditors of the Company have reported any frauds to the Audit Committee or to the Board of Directors as specified under Section 143(12) of the Act, read with the Companies (Audit and Auditors) Rules, 2014. Therefore no detail is required to be disclosed under Section 134(3) (ca) of the Act.

23. DEPOSITS

The Company has not invited /accepted any deposits from the public, falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.
There were no outstanding deposits during the period under report.

24. 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.
There were no outstanding loans, Guarantees or investments as on date.

25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

The Company has entered into related party transaction in ordinary course of business and at arm's length price. 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 as **Annexure 3** to this report.

None of the transactions entered into with related parties during the year under review exceeded the thresholds prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 or qualified as material related party transactions under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, approval of the shareholders was not required.

26. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility (CSR) were not applicable to the Company during the financial year under review. However, based on the audited financial statements for the financial year ended 31st March, 2026, the Company has met the prescribed net profit threshold under Section 135(1) of the Companies Act, 2013. Accordingly, the provisions relating to CSR shall be applicable to the Company from the financial year 2026–27.

27. 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 with respect to conservation of energy and technology absorption, for the financial year ended 31st March 2026 is attached herewith as **Annexure 4** to this report.

The foreign exchange earnings during the year under review is Rs. 685.87 lakhs and foreign exchange outgo during the year is Rs. 264 lakhs.

28. RISK MANAGEMENT:

Pursuant Section 134(3)(n) of the Act, the Company has in place an in-house Risk Management procedure which provides for the identification therein of elements of risk, which in the opinion of the Board may threaten the existence of the Company. Major risks identified are addressed and monitored by the Board of Directors of the Company.

29. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM

Pursuant to the provisions of section 177(9) and (10) of the Companies Act, 2013, a Vigil Mechanism/ Whistle Blower Policy for directors and employees to report genuine concerns has been established by the Company in order to maintain highest standards of ethical, moral and legal conduct. The said policy provides safeguard against victimization of the whistle blower.
The Audit Committee of the Company oversees the said mechanism from time to time. None of the Company personnel has been denied access to the Audit Committee and the directors and employees have direct access to the Chairman of the Audit Committee for raising their genuine concerns. The Whistle Blower Policy of the Company is also available on the website of the Company at https://www.holmarc.com/pdf/Whistle_Blower_Policy.pdf.

There were no complaints filed / pending with the Company during the year.

30. SIGNIFICANT OR MATERIAL ORDERS PASSED BY REGULATORS /COURTS/ TRIBUNAL:

During the year under report, 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.

31. EXTRACTS OF ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, the Annual Return for the year ending on March 31, 2026 will be available on the Company's website at https://www.holmarc.com/annual_report.php#committees.

32. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company is committed to providing and promoting a safe and healthy work environment for all its employees. In accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted Internal Complaints Committees to address any concerns related to sexual harassment at each workplace.
Your Directors further state that the Company has not received any complaint of sexual harassment during the year under review.
Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

S.I. No	Particulars	Number of Cases
1.	Number of sexual harassment complaints pending at the beginning of the year	Nil
2.	Number of sexual harassment complaints received during the year	Nil

3.	Number of sexual harassment complaints disposed off during the year	Nil
4.	Number of cases pending for more than ninety days.	Nil

33. 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.

34. CORPORATE GOVERNANCE

Your company strives to provide utmost importance to best Corporate Governance practices and always works in the best interest of its stakeholders. However, the Company is not obligated to comply with provisions of Corporate Governance in accordance with regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

35. DISCLOSURE OF MATERIAL AGREEMENTS

During the financial year under review, the Company has not entered into any material agreement which is binding on the Company and is not in the normal course of business, requiring disclosure under Clause G of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

36. COMPLIANCE WITH SECRETARIAL STANDARDS

In terms of Section 118(10) of the Companies Act 2013, the Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government with respect to meetings of the Board of Directors and General Meetings.

37. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

The Company is fully committed to ensuring the welfare and rights of its women employees and affirms its compliance with the provisions of the Maternity Benefits Act, 1961. During the financial year under review, the Company has taken appropriate measures to adhere to all statutory requirements under the Act.

38. DISCLOSURE OF MAINTENANCE OF COST RECORDS:

The disclosure as to 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.

39. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

During the year under review, neither any application was made nor is any proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016.

40. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof under rule 8(5)(xii) of the Companies (Accounts) Rules, 2014 are not applicable to the Company during the period under review.

41. INTERNAL FINANCIAL CONTROLS

The Company has a well-established internal financial control and risk management framework, with appropriate policies and procedures, to ensure the highest standards of integrity and transparency in its operations and a strong corporate governance structure, while maintaining excellence in services to all its stakeholders. Appropriate controls are in place to ensure: (a) the orderly and efficient conduct of business, including adherence to policies (b) safeguarding of assets (c) prevention and detection of frauds / errors (d) accuracy and completeness of the accounting records and (e) timely preparation of reliable financial information.

42. PREVENTION OF INSIDER TRADING

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, the Company has adopted the Code of Internal Procedures and Conduct for Prevention of Insider Trading. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is displayed on the Company's website at https://www.holmarc.com/pdf/code_of_practices_for_fair_disclosure_of_UPSI.pdf.

43. ACKNOWLEDGEMENT:

Your Directors express their appreciation for the assistance and co-operation received from the financial institutions, Government authorities, clients, members and other service providers during the year under report. 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

Sd/-	Sd/-
JOLLY CYRIAC **MANAGING DIRECTOR** **DIN: 00409364**	**ISHACH SAINUDDIN** **WHOLE TIME DIRECTOR & CFO** **DIN: 00409402**
	Sd/-
G UNNIKRISHNA KURUP **WHOLE-TIME DIRECTOR** **DIN: 07622598**	**VALLATH PARVATHY** **COMPANY SECRETARY AND COMPLIANCE OFFICER** **(MEMBERSHIP NUMBER: A53057)**

Annexure – 1

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a) The ratio of remuneration of each director to the median remuneration of employees for the financial year and the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sl No.	Name of the Directors	Designation	Ratio against median employees remuneration	Percentage Increase in the Remuneration
01	Jolly Cyriac	Managing Director	14.57:1	(1.60%)
02	Ishach Sainuddin	Whole-time Director & CFO	14.10:1	(4.77%)
03	Jaya Jolly	Whole-time Director	4.33:1	10%
04	Gopala Kurup Unnikrishna Kurup	Whole-time Director	5.24:1	8.13%
05	Jayagosh Unni Srambikkal	Whole-time Director	4.33:1	10%
06	V. Parvathy	Company Secretary and Compliance Officer	NA	23.51%

b) The percentage increase in the median remuneration of employees in the financial year - There has been **an increase of 1.39% in the median remuneration of employees** during the financial year. The increase was primarily attributable to the annual salary increments and changes in the employee mix arising from the addition of employees at junior levels during the year.

c) The number of permanent employees on the rolls of the company - 299 Employees

d) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration -

-During the year the average percentile increase in the salary of the employees other than the managerial personnel was 10%.

- During the year the average percentile increase in managerial remuneration in comparison with the previous Financial Year is 4.35%

Further, the Board has confirmed that there were no exceptional circumstances for increase in the managerial remuneration during the period under review.

e) The Board of Directors of the Company affirmed that the remuneration of all the Directors and Key Managerial personnel of the Company are as per the Remuneration Policy of the Company.

f) The names of the top ten employees in terms of remuneration –

Sl No.	Name of the Directors	Designation	Remuneration received	Nature of employment	Qualification and experience	Date of commencement of employment	Age	The last employment held by the employee before joining the company	Shareholding Percentage along with spouse and dependent children	
01	Jolly Cyriac	Managing Director	48,14,100	Permanent	i) Bachelor of Technology (Mechanical) from University of Kerala in the year 1989. ii) Master of Science by Research (Entrepreneurship) from Indian Institute of Technology, Madras in the year 1993. Experience Has 33 years of Industrial Experience.	11.02.1993	61 years	NA	36.82 %	Spouse of Ms. Jaya Jolly, Whole – Time Director
02	Ishach Sainuddin	Whole-time Director & CFO	6,58,917	Permanent	i) Bachelor of Technology (Mechanical) from University of Kerala in the year 1989. Experience Has 33 years of Industrial Experience.	11.02.1993	60 years	NA	25.72 %	NA

03	Pottekkat-tu Mu-hammed Mu-hammed Shafi	Sci-entific Officer	17,43,510	Per-ma-nent	i) Bachelor of Science from Mahatma Gandhi University, Kottayam in the year 2005. <u>Experience</u> Has 20 years of experi-ence in Optical product Designing.	03.04.2006	42 years	Graphic Designer at TEAM (Tech-nical Experts Adver-tising & Mar-keting, Ernaku-lam)	Nil	NA
04	Gopala Kurup Un-nikrishna Kurup	Whole-time Direc-tor	17,30,000	Per-ma-nent	i) Bachelor of Com-merce from Kerala University in the year 1966. ii) Master of Commerce from Kerala University in the year 1968. iii) Post Graduate Diploma in Business Management from Annamalai University in the year 1983. <u>Experience</u> Has 59 years of Industrial experience in various sectors.	01.04.2007	81 years	General Manager of M/s. Mereena Group.	Nil	NA
05	Lijo George	Senior Engi-neer	17,05,957	Per-ma-nent	i) Diploma in Me-chanical Engineering from State Board of Technical Education, Government of Kerala in the year 2002. <u>Experience</u> Has 22 Years of experience in design, production, and testing of optical components and instruments.	01.04.2004	44 years	NA	Nil	NA

06	Vellachalil Ramakrishnan Sanjaykumar	Factory Manager	16,57,898	Permanent	i) National Trade Certificate for Draughtsman Mechanical from National Council for Vocational Training in the year 1993. Experience Has 6 years of experience in Mechanical Design as a Design assistant and 25 years as a production coordinator.	01.04.1995	53 years	NA	Nil	NA
07	Abdul Rasheed Aledath Kochunni	Senior Engineer	16,50,760	Permanent	i) Diploma in Electronics Production Technology from State Board of Technical Education, Government of Kerala in the year 2001. Experience Has 19 years of experience in developing embedded systems for scientific and research applications	01.06.2007	45 years	NA	Nil	NA
08	Jim Jose Punnackal Josey	Manager – Sales	16,48,580	Permanent	i) Diploma in Electronics Production Technology from State Board of Technical Education, Government of Kerala in the year 1997. Experience Has 4 years of experience in Holmarc's Electronics Production Department and 23 years of experience in Holmarc's marketing and Sales Department	01.04.1999	49 years	NA	Nil	NA
09	Eby M Cherian	Design Engineer	6,44,898	Permanent	Diploma from Government Polytechnic College, Kalamassery. Experience Has more than 25 years of experience in the Company as a Design Engineer.	01.09.2000	46 years	NA	Nil	NA

10	Vallath Parvathy	Company Secretary	16,35,285	Permanent	i) Bachelor of Commerce from the University of Calicut, completed at Government Victoria College, Palakkad. ii) Qualified as an Associate Company Secretary (ACS) from The Institute of Company Secretaries of India Experience Has over 9 years of professional experience in corporate secretarial practice, legal and regulatory compliance, and corporate governance, gained through roles in practicing Company Secretary firms, listed and private companies. Has over 3 years of experience with the Company as the Company Secretary & Compliance Officer.	29-09-2022	34 years	TCL Ceramics Limited	Nil	NA

g) Name of Every employee who -

I. was employed throughout the period and was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees; **Nil**

II. was employed for a part of the period and was in receipt of remuneration for that part of the year which, in the aggregate, was not less than Eight Lakh and Fifty Thousand Rupees per Month; **Nil**

III. was employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company; **Nil**

For and on behalf of the Board of Directors

Sd/-
JOLLY CYRIAC
MANAGING DIRECTOR
DIN: 00409364

Sd/-
ISHACH SAINUDDIN
WHOLE TIME DIRECTOR AND CFO
DIN: 00409402

Sd/-
G UNNIKRISHNA KURUP
WHOLE-TIME DIRECTOR
DIN: 07622598

Sd/-
PARVATHY V
COMPANY SECRETARY AND COMPLIANCE OFFICER

Kalamassery
05/08/2026

Annexure -2

SVJS & Associates
Company Secretaries

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026
[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
HOLMARC OPTO-MECHATRONICS LIMITED
Building No. 11 / 490, B 7, HMT Industrial Estate
Kalamassery, Kanayanoor Taluk
Ernakulam, Kerala- 683503

We, SVJS & Associates, Company Secretaries, have conducted the Secretarial Audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **HOLMARC OPTO-MECHATRONICS LIMITED [CIN: L33125KL1993PLC006984]** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made thereunder;
iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
iv. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder;
v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

    a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    c. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

vi. As informed to us, the following other laws are specifically applicable to the Company:

a. The Factories Act, 1948 and the Regulations and Bye-laws framed there under;
b. Industrial Employment (Standing Orders) Act, 1946;
c. The Environment (Protection) Act, 1986 and the Regulations and Bye-laws framed there under;
d. The Water (Prevention and Control of Pollution) Act 1974 and the Regulations and Bye-laws framed there under;
e. The Air (Prevention and Control of Pollution) Act, 1981 and the Regulations and Bye-laws framed there under;
f. The Noise Pollution (Regulation and Control) Rules, 2000;
g. The Municipal Solid Wastes (Management and Handling) Rules, 2000;
h. The Hazardous Wastes (Management, Handling and Transboundry Movement) Rules, 2008;
i. Inflammable Substance Act, 1952;
j. Steel and Steel Products (Quality Control) Order, 2020;
k. Legal Metrology Act, 2009;

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards relating to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
ii. The Listing Agreement entered into by the Company with NSE Limited;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board were unanimous and the same was captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no instances of:

i. Public/ Right / Preferential issue of shares / debentures / sweat equity etc.;
ii. Redemption / buy-back of securities;

iii. Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013;
iv. Merger / Amalgamation / Reconstruction, etc.;
v. Foreign Technical Collaborations.

This report is to be read with our letter of even date which is annexed as **'Annexure A'** and forms an integral part of this Report.

For SVJS & Associates
Company Secretaries

Sreekumar P. S.
Partner
CP. No.: 8067, FCS: 8130
Peer Review Certificate No.: 6215/2024

Place: Kochi
Date: 5th August, 2026

UDIN: F008130H001024805

Annexure A

To

The Members
HOLMARC OPTO-MECHATRONICS LIMITED
Building No. 11 / 490, B 7, HMT Industrial Estate
Kalamassery, Kanayanoor Taluk
Ernakulam, Kerala- 683503.

Our report of even date is to be read along with this letter.

1. Maintenance of the secretarial records is the responsibility of the management of the Company. Our responsibility as the Secretarial Auditors is to express an opinion on these secretarial records, based on our audit.
2. During the audit, we have followed the practices and process as were appropriate, to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the process and practices we followed provide a reasonable basis for our report.
3. The correctness and appropriateness of financial records and Books of Accounts of the Company have not been verified.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of the procedures and compliances on test basis.
6. While forming an opinion on compliance and issuing the Secretarial Audit Report, we have also taken into consideration the compliance related actions taken by the Company after 31st March, 2026 but before issue of the Report.
7. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For SVJS & Associates

Company Secretaries

Sreekumar P. S.
Partner
CP. No.: 8067, FCS: 8130
Peer Review Certificate No.: 6215/2024

Place: Kochi

Date: 5th August, 2026

UDIN: F008130H001024805

Annexure – 3

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 arm's length transactions under fourth proviso thereto.

1. **Details of contracts or arrangements or transactions not at Arm's length basis: Nil**
2. **Details of Material contracts or arrangements or transactions at Arm's length basis: Nil**
3. **Details of contracts or arrangements or transactions at Arm's length basis:**

Number of contracts or arrangements or transactions at Arm's length basis - 2

SL. No.	Particulars	Details	Details
1.	Name (s) of the related party	M/s. Cyriac and Cyriac	IHits Technologies Private Limited
2.	Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/ Passport for individuals or any other registration number	Reg.No.4975/ 2022	U72200KL2014PTC036787
3.	Nature of relationship	A Firm in which a Mr. Jolly Cyriac's brother is a Partner.	A private company in which Mr. Jolly Cyriac's brother is a director.
4.	Nature of contracts/arrangements/ transactions	Legal Retainership Services	Availing Human Resource Management Software Services and implementation of the same.
5.	Duration of the contracts/arrangements/transaction	Termination upon Notice	Till 31/03/2026
6.	Salient terms of the contracts or arrangements or transaction including actual / expected contractual amount	Legal services on litigation and non-litigation matters including obtaining legal opinion, vetting of agreement/contract and carrying out quarterly inspections to ensure statutory compliances on a monthly fee of Rs. 25,000/- per month.	Availing Human Resource Management Software Services for which Rs.18,000/- per month is to be paid as mutually agreed.

7.	Date of approval by the Board	07/03/2025	07/03/2025
8.	Amount paid as advances, if any	NA	NA

For and on behalf of the Board of Directors

Sd/-
JOLLY CYRIAC
MANAGING DIRECTOR
DIN: 00409364

Sd/-
ISHACH SAINUDDIN
WHOLE TIME DIRECTOR AND CFO
DIN: 00409402

Sd/-
G UNNIKRISHNA KURUP
WHOLE-TIME DIRECTOR
DIN: 07622598

Sd/-
PARVATHY V
COMPANY SECRETARY AND COMPLIANCE OFFICER

Kalamassery
05/08/2026

Annexure – 4

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014)

i. **Conservation of Energy:** Your Company is committed to conserving energy in all its operations. During the period under review, no capital investments on energy conservation equipment have been made.

CONSERVATION OF ENERGY	
The steps taken or impact on conservation of energy	The Company continues to undertake various energy conservation initiatives to ensure optimum utilisation of energy and improve operational efficiency. During the year, a major portion of the existing air conditioners was replaced with 5-Star inverter air conditioners to reduce power consumption. The temperature setting of all air conditioners has been standardised at 26°C to promote energy efficiency. In addition, all conventional ceiling fans have been replaced with BLDC (Brushless Direct Current) fans, and all conventional lighting has been replaced with LED lighting, resulting in lower energy consumption and improved operational efficiency. The Company will continue to identify and implement additional energy-saving measures wherever feasible.
The steps taken by the company for utilising alternate sources of energy	No alternate source of energy has been adopted during the year.
The capital investment on energy conservation equipment	No specific investment has been made in energy conservation equipment.

ii. **Technology Absorption:** There is a continuous process of research to optimize the engineering for the products developed with the intention of improving efficiencies and reducing costs of the equipments and operations. 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.

TECHNOLOGY ABSORPTION	
The efforts made towards technology absorption	Nil
The benefits derived like product improvement, cost reduction, product development or import substitution	Nil

The details of technology imported	Nil
The expenditure incurred on Research and Development.	Nil

For and on behalf of the Board of Directors

Sd/-
JOLLY CYRIAC
MANAGING DIRECTOR
DIN: 00409364

Sd/-
ISHACH SAINUDDIN
WHOLE TIME DIRECTOR AND CFO
DIN: 00409402

Sd/-
G UNNIKRISHNA KURUP
WHOLE-TIME DIRECTOR
DIN: 07622598

Sd/-
PARVATHY V
COMPANY SECRETARY AND COMPLIANCE OFFICER

Kalamassery

05/08/2026

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, 2026, 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, 2026, 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.

Key Audit Matters

Key audit matter is a matter that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matter to be communicated in our report.

Key Audit Matter	Auditor's Response
Valuation of Inventory The net carrying value of inventory held by the Company as on 31 March 2026 amounts to ₹602.01 lakhs as disclosed in note 13 to accompanying financial statements, which is 15.83% of total assets of the company as on that date. Inventories are valued at the lower of cost and net realizable value item wise. Cost includes costs incurred in bringing the inventory to its present location.	Our audit procedures in relation to valuation of inventory included, but were not limited to, the following: 1) Evaluated the design and implementation, and tested the operating effectiveness of key internal controls over measurement of inventory balances as at year end.

Finished Goods & Work in Progress	
The net carrying value of work in progress is ₹197.94 lakhs which is 32.88% of total inventory. The value of work in progress is as per the calculation of management regarding the value of order after profit margin and percentage of work completion. Cost includes cost of direct materials and labour and a proportion of manufacturing overheads determined based on the normal operating capacity. Cost is determined using first in first out method of computation.	2) Obtained management working of valuation of inventory and reconciled the quantities with the stock verification reports to ensure completeness of the underlying data on which valuation is performed by the management and tested the mathematical accuracy of such workings. 3) Assessed the appropriateness of the principles used in the valuation of inventory 4) Tested, on sample basis, the inventory aging report and net realizable value of inventories basis the latest market prices of the products

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.

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 are 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 skepticism 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.

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:

a) 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.

b) 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.

c) 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.

d) 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.

e) 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.

f) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

g) 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

(h) 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:

i) The Company does not have any pending litigations which would impact its financial position;

(ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

iv) a) 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.

b) 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;

c) 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.

C. In our opinion and according to the information and explanations given to us, the final dividend declared and paid by the Company during the year is in compliance with Section 123 of the Companies Act, 2013.

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. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

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

Sd/-
Allen Joseph
Partner
M No. 228498

UDIN: 26228498AUSEIS4410
Place: Kochi
Date: 28/05/2026

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 explanations given to us, the title deeds of the immovable properties are held in the name of the Company, except in respect of properties comprising 28.5 cents of land and A4 Shed at HMT Ancillary Estate, Kalamassery and 10.625 cents of land in Plot No. B3 Shed at HMT Ancillary Estate, Kalamassery, acquired pursuant to transfer orders issued by the District Industries Centre, Ernakulam. The title deeds in respect of these properties have not yet been received by the Company, and the execution of the requisite title documentation is in progress as on the date of this report.

(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 or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Further, the Company has issued Performance Bank Guarantees aggregating to Rs. 83.22 Lakhs in favour of its customers for the satisfactory performance of products supplied and Bank Guarantees amounting to Rs. 2.24 Crores in favour of customers against advances received and proposed to be received from customers.

(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.17.76 lakhs 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.

(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 willful 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) 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. Accordingly, the reporting under Clause 3(x)(b) of the Order are not applicable to the Company.

(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) (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The reports of the Internal Auditor for the period under audit have been considered by us.

(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.

(xvi) (a) According to the information and explanations provided by the management of the Company, the provisions of section 45-IA of the Reserve Bank of India Act. 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is 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) There has been no resignation of the statutory auditors during the year and accordingly Clause 3(xviii) of the Order is not applicable.

(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

Sd/-
Allen Joseph
Partner
M No. 228498

UDIN: 26228498AUSEIS4410
Place: Kochi
Date: 28/05/2026

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, 2026 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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, 2026, except that the internal controls relating to valuation of work-in-progress require further strengthening to ensure consistent and accurate assessment and recording in the books of accounts.

For G Joseph & Associates

Chartered Accountants

Firm Reg. No. 006310S

Sd/-

Allen Joseph

Partner

M No. 228498

UDIN: 26228498AUSEIS4410

Place: Kochi

Date: 28/05/2026

HOLMARC OPTO-MECHATRONICS LIMITED
H. M. T. INDUSTRIAL ESTATE KALAMASSEREY, COCHIN -683503
CIN: L33125KL1993PLC006984

Balance Sheet as at March 31, 2026

Particulars	Note No.	As at 31-Mar-26 *(Rs in Lakhs)*	As at 31-Mar-25 *(Rs in Lakhs)*
Equity & Liabilities			
1. Shareholders Fund			
a) Share capital	1	1,005.00	1,005.00
b) Reserves and surplus	2	2,079.52	1,711.53
Total Shareholder's Fund		**3,084.52**	**2,716.53**
2. Non-Current Liabilities			
a) Long Term Borrowings	3	52.21	-
b) Deferred Tax Liability	4	-	-
c) Long Term Provisions	5	177.03	176.29
Total Non-Current Liabilities		**229.24**	**176.29**
			-
3. Current Liabilities			
a) Short Term Borrowings	6	8.09	-
b) Trade Payables			
- Due to Micro & Small Enterprises	7	33.71	28.61
- Due to Others		22.84	21.42
c) Other Current Liabilities	8	320.59	185.80
d) Short Term Provisions	9	103.54	65.76
Total Current Liabilities		**488.77**	**301.58**
Total Equity & Liability		**3,802.53**	**3,194.40**
4. Non-Current Assets			
a) Property, Plant and Equipment and Intangible Assets			
- Property, Plant and Equipment		982.61	739.45
- Intangible Assets	10	4.12	6.34
- Capital Work-In-Progress		21.45	-
b) Non - current Investments	11	0.01	0.01
c) Deferred Tax Assets (Net)	4	77.77	71.75
d) Long Term Loans and Advances		-	-
e) Other Non- current Assets	12	37.66	87.60
Total Non Current Assets		**1,123.62**	**905.15**
5. Current assets			
a) Inventories	13	602.01	491.69
b) Trade Receivables	14	851.14	789.50
c) Cash and Bank Balances	15	1,109.18	951.27
d) Short Term Loans and advances	16	89.44	21.54
e) Other Current Assets	17	27.14	35.26
Total Current Assets		**2,678.91**	**2,289.25**
Total Assets		**3,802.53**	**3,194.40**

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: - 006310S

Allen Joseph
Partner
M No. 228498

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

Sd/-
Jolly Cyriac
Managing Director
DIN:00409364

Sd/-
Ishach S
Whole-time Director & CFO
DIN:00409402

Sd/-
Unnikrishna Kurup
Whole-time Director
DIN:07622598

Sd/-
Vallath Parvathy
Company Secretary and
Compliance Officer

Place: - Kochi
Date: 28/05/2026

HOLMARC OPTO-MECHATRONICS LIMITED
H. M. T. INDUSTRIAL ESTATE KALAMASSEREY, COCHIN -683503
CIN: L33125KL1993PLC006984

Statement of Profit and loss for the period ended March 31, 2026

Particulars	**Note No.**	**As at 31-Mar-26 *(Rs in Lakhs)***	**As at 31-Mar-25 *(Rs in Lakhs)***
I Income			
Revenue from Operations	18	4,222.53	3,716.72
Other Income	19	43.54	54.49
Total Revenue		**4,266.07**	**3,771.22**
II Expenditure			
Cost of Material Consumed	20	1,003.71	834.47
Change in Inventories	21	(6.16)	(96.95)
Employee Benefit Expenses	22	1,943.37	1,730.85
Financial Charges	23	3.25	0.18
Depreciation & Amortisation Expenses	28	146.64	134.78
Other Expenses	24	647.07	674.34
Total Expenses		**3,737.87**	**3,277.67**
III Profit Before Tax and Extraordinary Items (I-II)		**528.21**	**493.55**
Extraordinary Items		-	-
Prior period Income / (Expense)		-	-
Profit After Extraordinary Items before Taxation		**528.21**	**493.55**
IV Tax Expense			
Current Tax	26	134.90	128.64
Deferred Tax		(6.02)	(8.61)
Tax relating to Previous year	25	(8.87)	-
Total		**120.02**	**120.04**
Net Profit After Tax (III-IV)		**408.19**	**373.51**
Net Profit Transferred to Balance Sheet		**408.19**	**373.51**
Earning per Equity share : (10/- each)	27		
1. Basic		4.06	3.72
2. Diluted		4.06	3.72
Number of shares used in computing per share			
1. Basic		10,050,000.00	10,050,000.00
2. Diluted		10,050,000.00	10,050,000.00

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: - 006310S

For and Behalf of Board of Directors
HOLMARC OPTO MECHATRONICS LIMITED

Allen Joseph
Partner
M No. 228498

Jolly Cyriac
Managing Director
DIN:00409364

Ishach S
Wholetime Director & CFO
DIN:00409402

Place: - Kochi
Date : 28/05/2026

Gopala Kurup Unnikrishna Kurup
Wholetime Director
DIN:07622598

Vallath Parvathy
Company Secretary

HOLMARC OPTO-MECHATRONICS LIMITED
H. M. T. INDUSTRIAL ESTATE KALAMASSEREY, COCHIN -683503
CIN : L33125KL1993PLC006984

Statement of Cash Flows for the year ended 31 March, 2026

Particulars	As at 31-Mar-26 *(Rs in Lakhs)*	As at 31-Mar-25 *(Rs in Lakhs)*
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax as per Profit & Loss A/c	**528.21**	**493.55**
Adjusted for :		
a. Depreciation	146.64	134.78
b. Interest Expenses & Finance Cost	3.25	0.18
c. Interest & Other Income	(37.16)	(44.60)
d. Long Term and short term Provsions	10.88	22.60
e Loss/(Profit) on disposal of fixed assets	0.03	-
f. Foreign exchange fluctuations	0.06	0.10
Operating profit before working capital changes	651.91	606.61
Adjusted for :		
a. Decrease /(Increase) in Inventories	(110.32)	(207.02)
b. Decrease / (Increase) in trade receivable	(61.86)	(88.83)
c. Decrease / (Increase) in Current Investments	-	-
d. (Increase) / Decrease in short term loans and advances	(67.90)	64.28
e. Increase / (Decrease) in Trade Payables	6.68	10.79
f. Increase / (Decrease) in other current liabilities	134.77	55.56
g. (Increase) / Decrease in Other Current Assets	16.99	2.69
Cash generated from operations	570.26	444.09
Net Income Tax (Paid)/Refund	(107.26)	(137.02)
Net Cash Generated/(Used) From Operating Activities (A)	**463.00**	**307.07**
B. CASH FLOW FROM INVESTING ACTIVITES		
a. (Purchase) Sale of Fixed Assets	(409.06)	(242.10)
b. (Purchase) / Sale of non-current investment	-	30.16
c. (Increase) / Decrease in Other Non-Current Assets	49.94	(45.71)
d. Interest & Other Income	37.16	44.60
e. (Increase)/decrease in fixed deposits	(16.64)	11.71
Net Cash Generated/(Used) From Investing Activities (B)	**(338.61)**	**(201.33)**
C. CASH FLOW FROM FINANCING ACTIVITES		
a. Interest & Finance Cost	(3.25)	(0.18)
b. Dividend Paid	(40.20)	(40.20)
c. Proceeds from share issued including Premium	-	-
d. (Repayments) / proceeds of long term borrowings	52.21	-
e. (Repayments) / proceeds of short term borrowings	8.09	-
f. IPO Issue expenses	-	(0.24)
Net Cash Generated/(Used) From Financing Activities (C)	**16.85**	**(40.62)**
Net Increase / (Decrease) in cash and cash equivalents	**141.24**	**65.11**
Cash and cash equivalents at the beginning of the year	**214.28**	**149.17**
Cash and cash equivalents at the end of the year	**355.52**	**214.28**

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

Allen Joseph
Partner
M No. 228498

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

Sd/-
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Sd/-
Vallath Parvathy
Company Secretary and
Compliance Officer

Place: - Kochi
Date: 28/05/2026

HOLMARC OPTO-MECHATRONICS LIMITED

CIN : L33125KL1993PLC006984

Notes

To financial statements for the year ended March 31, 2026

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

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

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**

<u>Sales:</u>

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

<u>Rental Income:</u>

Rental income, if any, is recognised on a straight-line basis over the lease term. <u>Interest:</u>

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

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

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 within 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

HOLMARC OPTO-MECHATRONICS LIMITED
H. M. T. INDUSTRIAL ESTATE KALAMASSEREY, COCHIN -683503
CIN : L33125KL1993PLC006984

1 Share Capital

a) Particulars	3/31/2026 (Rs in Lakhs)	3/31/2025 (Rs in Lakhs)
Authorised Capital		
1,20,00,000 Equity shares of ₹10/- each (Previous year -1,20,00,000 Equity shares of ₹10/- each)	1,200	1,200
Issued, Subscribed & Fully Paid-up		
1,00,50,000 Equity shares of ₹10/- each (Previous year -1,00,50,000 Equity shares of ₹10/-each)	1,005	1,005

Note:
1. 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	3/31/2026	3/31/2025
Shares outstanding at the beginning of the year	10,050,000	10,050,000
Shares issued during the year	-	-
Bonus shares issued during the year	-	-
Share outstanding at the end of the year	**10,050,000**	**10,050,000**

c) Details of Shareholding more than 5% of the aggregate shares in the company

Particulars	3/31/2026	3/31/2025
Jolly Cyriac		
No. of Shares	3,700,800	3,700,800
% of Holding	36.82%	36.82%
Ishach S.		
No. of Shares	2,584,800	2,584,800
% Holding	25.72%	25.72%

d) Shares held by promoters at the end of the year

Promoter name	No. of Shares	% of total shares	% Change during Year
Jolly Cyriac	3,700,800	36.82%	0.00%
Ishach .S	2,584,800	25.72%	0.00%

2 Reserves & Surplus

Particulars	3/31/2026	3/31/2025
Securities Premium		
Opening balance	**616.61**	**616.84**
Add: Securities Premium through issue of shares during the year	-	-
Less: Expense incurred for issue of shares	-	0.24
Total	**616.61**	**616.61**
Statement of Profit & Loss		
Opening balance	1,092.17	758.86
Add: Profit for the year	408.19	373.51
Total	**1,500.36**	**1,132.37**
Less: Utilised for Bonus Issue	-	-
Less: Dividend Paid	*40.20*	*40.20*
Balance as at the end of the year	**1,460.16**	**1,092.17**
Security Premium Reserve	-	-
Revaluation Reserves	-	-
Other Reserves, If Any (Please Specify)	-	-
Capital Reserves	2.75	2.75
Total Reserve & Surplus	**2,079.52**	**1,711.53**

3 Long Term Borrowings

Particulars	Non- Current Portion 3/31/2026	3/31/2025	Current Portion 3/31/2026	3/31/2025
Secured Loans from Bank/FIs				
Vehicle Loans from Union Bank of India	52.21		7.72	
Total	52.21	-	7.72	-

Note:
Vehicle loans which are secured by hypothecation of the respective vehicle against which the loan has been availed. These loans have been availed from Union Bank of India at rates of Interest ranging from 7.99% to 8.04% for the year.

4 Deferred Tax Liabilities/Assets

Particulars	3/31/2026	3/31/2025
Deferred Tax Assets/Liabilities Provision		
a) Excess of depreciation/ amortisation on fixed assets under income-tax law over depreciation/amortisation provided in accounts	10.18	6.51
b) Disallowance under the Income Tax Act 1961	67.59	65.24
Deferred Tax Asset	77.77	71.75

Deferred tax assets and deferred tax liabilities have been offset wherever the Company has legally enforceable right to set off current tax assets against current tax liabilties and wherever deferred tax assets and deferred tax liabilties relate to income tax levied by the same taxation authority.

5 Provisions

Particulars	Non- Current Portion 3/31/2026	3/31/2025	Current Portion 3/31/2026	3/31/2025
Long Term Provisions				
Provision for Gratuity	177.03	176.29	48.35	53.59
Provision for Bonus	-	-	27.54	12.17
Provision for Income Tax (Net of tax paid in advanc	-	-	27.65	-
Total	**177.03**	**176.29**	**103.54**	**65.76**

6 Short Term Borrowings

Particulars	3/31/2026	3/31/2025
Loan from Bank Repayable on demand		
Canara Bank		
-Credit Card	0.37	-
Current maturities of long term borrowings	7.72	-
Total	**8.09**	**-**

Note:
(i) The credit card facility, availed from Canara Bank.

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

8 Other Current Liabilities

Particulars	3/31/2026	3/31/2025
Advance from customer	176.07	38.74
Audit Fees Payable	3.50	3.50
Statutory Dues Payable	76.35	98.45
Salary & Wages Payable	36.70	20.47
Unclaimed Dividend	0.07	0.05
Leave Encashment Payable	15.64	17.19
Staff Employees Welfare Society Payable	1.17	0.50
Rent Payable	7.61	6.90
Electricity charges payable	3.48	-
Total	**320.59**	**185.80**

9 Short Term Provision

Particulars	3/31/2026	3/31/2025
Provision for Gratuity	48.35	53.59
Provision for Bonus	27.54	12.17
Provision for Income Tax	27.65	-
Total	**103.54**	**65.76**

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

11 Non - current Investments

Particulars	3/31/2026	3/31/2025
Investments In Government Or Trust Security	0.01	0.01
Other Investments		
Deposits with more than 12 months maturity	-	-
Total	**0.01**	**0.01**

12 Other Non-current Assets Particulars

	3/31/2026	3/31/2025
Security Deposits	5.83	6.24
Capital Advances	-	50.50
Electrical Deposit	4.71	3.74
Rent Deposit	26.60	26.60
Sales Tax -Deposit	0.52	0.52
Total	**37.66**	**87.60**

13 Inventories

Particulars	3/31/2026	3/31/2025
Finished Goods	73.96	85.45
Work in progress	197.94	180.29
Raw materials	330.11	225.95
Total	**602.01**	**491.69**

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

15 Cash and Bank Balances

Particulars	3/31/2026	3/31/2025
(i) Cash & Cash Equivalents		
Cash In Hand	0.03	0.86
Balance With Banks (in Current Accounts)	355.49	213.43
(ii) Other Bank balances		
Earmarked balances with banks (Unclaimed dividend)	0.07	0.05
Bank Deposit With Less than 12 Months Maturity	753.58	736.94
Total	**1,109.18**	**951.27**

Note :

(i) The Company had availed a Working Capital Overdraft facility of Rs.100 lakhs from Canara Bank carrying interest at 2% above the applicable fixed deposit rate and secured by lien on fixed deposits standing in the name of the Company. The said overdraft facility has been closed during the year & carries a debit balance.

16 Short Term Loans and Advances

Particulars (Unsecured , considered good)	3/31/2026	3/31/2025
Loans and Advances		
Advance To Suppliers And Contractors	89.44	21.54
Total	**89.44**	**21.54**

17 Other Current Assets

Particulars	3/31/2026	3/31/2025
Deposit	12.23	12.69
Rent Advance	2.48	4.17
Classic Tooling - Deposit	-	2.50
Prepaid Expenses	2.96	2.00
Deposit with Clients	5.90	3.00
EMD Deposit	0.77	-
Staff Advance	0.73	0.45
Amount Receivable from Government authorities		
Income tax refund - AY 2024-25	2.08	10.45
GST Deposit	-	-
Income Tax Paid for last Year	-	-
Interest Receivable	-	-
Advance Tax - Assessment Year - 2026-27	-	-
TDS Receivable	-	-
TDS Receivable	-	-
Advance Tax	-	-
GST Input Unclaimed	-	-
Advance to Suppliers	-	-
Total	**27.14**	**35.26**

7 Trade Payables *(Rs in Lakhs)*

Particulars	3/31/2026	3/31/2025
MSME Creditors	33.71	28.61
Other Creditors	22.84	21.42
Total	**56.55**	**50.02**

Trade Payable ageing schedule as at 31 March 2026 *(Rs in Lakhs)*

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	33.71	-	-	-	33.71
Others	19.44	2.18	1.18	0.03	22.84
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total	**53.15**	**2.18**	**1.18**	**0.03**	**56.55**
MSME - Undue	-	-	-	-	-
Others - Undue	-	-	-	-	-
Total	**53.15**	**2.18**	**1.18**	**0.03**	**56.55**

Trade Payable ageing schedule as at 31 March 2025 *(Rs in Lakhs)*

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	28.61	-	-	-	28.61
Others	19.69	1.68	0.04	-	21.42
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total	**48.30**	**1.68**	**0.04**	**-**	**50.02**
MSME - Undue	-	-	-	-	-
Others - Undue	-	-	-	-	-
Total	**48.30**	**1.68**	**0.04**	**-**	**50.02**

10. Fixed assets

(Rs in Lakhs)

Name of Assets	Gross Block				Depreciation and Amortization				Net Block	Net Block
	As on 1-Apr-25	Addition	Deduction	As on 31-Mar-26	As on 1-Apr-25	for the year	Deduction	As on 31-Mar-26	As on 31-Mar-26	As on 31-Mar-25
(i) Property, Plant and Equipment										
Building	412.75	39.00	- 1.44	451.75	218.63	20.64	- 0.63	239.27	212.48	194.12
Plant and Equipment	903.27	7.82	-	909.65	415.49	88.05	-	502.91	406.74	487.79
Furniture and Fixtures	64.81	3.01	-	67.82	41.94	5.71	-	47.65	20.17	22.88
Vehicles	54.87	73.69	-	128.56	40.61	15.25	-	55.86	72.70	14.26
Office equipment	20.96	2.95	-	23.91	13.71	4.09	-	17.80	6.11	7.25
Computers	60.18	5.52	-	65.70	49.24	8.69	-	57.93	7.77	10.94
Land	2.22	254.41		256.63	-	-		-	256.63	2.22
Total	**1,519.07**	**386.41**	**1.44**	**1,904.03**	**779.62**	**142.43**	**0.63**	**921.43**	**982.61**	**739.45**
Previous Year	**1,285.62**	**233.45**	**-**	**1,519.07**	**651.27**	**128.35**	**-**	**779.62**	**739.45**	**634.35**

Name of Assets	As on 1-Apr-25	Addition	Deduction	As on 31-Mar-26	As on 1-Apr-25	for the year	Deduction	As on 31-Mar-26	As on 31-Mar-26	As on 31-Mar-25
(ii) Intangible Assets	-	-	-		-	-	-			-
	-		-				-			-
Computer software	15.35	1.98	-	17.33	9.01	4.20	-	13.21	4.12	6.34
	-	-	-		-	-	-			-
Total	**15.35**	**1.98**	**-**	**17.33**	**9.01**	**4.20**	**-**	**13.21**	**4.12**	**6.34**
Previous Year	**6.71**	**8.65**	**-**	**15.35**	**2.59**	**6.43**	**-**	**9.01**	**6.34**	**4.12**

Name of Assets	As on 1-Apr-25	Addition	Deduction	As on 31-Mar-26	As on 1-Apr-25	for the year	Deduction	As on 31-Mar-26	As on 31-Mar-26	As on 31-Mar-25
(ii) Capital Work in progress	-	-	-		-	-	-			
	-	- 13.03	-		-	-	-			
Building (I)	-	8.28	-	13.03	-	-	-	-	13.03	-
Building (II)	-	0.14	-	8.28	-	-	-	-	8.28	-
Furniture	-		-	0.14	-	-	-	-	0.14	-
Total	**-**	**21.45**	**-**	**21.45**	**-**	**-**	**-**	**-**	**21.45**	**-**
Previous Year	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

14 Trade Receivables

Particulars	*(Rs in Lakhs)* 3/31/2026	*(Rs in Lakhs)* 3/31/2025
Secured & Considered Good	-	-
Unsecured & Considered Good	851.14	789.50
Total	**851.14**	**789.50**

Trade Receivables ageing schedule as at 31 March 2026 *(Rs in Lakhs)*

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables- considered good	746.17	43.73	20.00	30.04	11.19	851.14
Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total	**746.17**	**43.73**	**20.00**	**30.04**	**11.19**	**851.14**
Not due - considered good	-	-	-	-	-	-
Not due - considered doubtful	-	-	-	-	-	-
Provision for doubtful debts	-	-	-	-	-	-
Total	**746.17**	**43.73**	**20.00**	**30.04**	**11.19**	**851.14**

Trade Receivables ageing schedule as at 31 March 2025 *(Rs in Lakhs)*

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables- considered good	659.24	56.74	54.29	10.00	9.21	789.50
Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total	**659.24**	**56.74**	**54.29**	**10.00**	**9.21**	**789.50**
Not due - considered good	-	-	-	-	-	-
not due - considered doubtful	-	-	-	-	-	-
Provision for doubtful debts	-	-	-	-	-	-
Total	**659.24**	**56.74**	**54.29**	**10.00**	**9.21**	**789.50**

HOLMARC OPTO-MECHATRONICS LIMITED
H. M. T. INDUSTRIAL ESTATE KALAMASSEREY, COCHIN -683503
CIN: L33125KL1993PLC006984

18 Revenue from operations

Particulars	***(Rs in Lakhs)* 3/31/2026**	***(Rs in Lakhs)* 3/31/2025**
Sales and service		
- Domestic Sales of Goods	3,455.16	2,987.04
- Service	23.39	24.02
- Export Sales of goods	641.18	609.95
- Freight & packing charges	102.80	95.72
Total	**4,222.53**	**3,716.72**

19 Other Income

Particulars	**3/31/2026**	**3/31/2025**
Interest on Fixed Deposit	37.16	44.60
Any Other Income		
- Interest on IT Refund	1.14	-
-Others	1.00	2.53
-Profit on foreign exchange	4.24	7.37
Total	**43.54**	**54.49**

20 Cost of Materials Consumed

Particulars	**3/31/2026**	**3/31/2025**
Opening Stock	225.95	115.89
Add: Purchase during the Years	1,107.87	944.53
Less: Closing Stock	330.11	225.95
Cost of Material Consumed	**1,003.71**	**834.47**

21 Change in Inventory

Particulars	**3/31/2026**	**3/31/2025**
Opening Inventories		
Work In Progress	180.29	99.87
Finished Goods	85.45	68.92
Less: Closing Inventories		
Work In Progress	197.94	180.29
Finished Goods	73.96	85.45
Total	**(6.16)**	**(96.95)**

22. Employees Benefit Expenses

Particulars	**3/31/2026**	**3/31/2025**
Salaries, Wages & Bonus	1,573.44	1,274.68
Contribution To Provident Fund and other funds	137.41	153.03
Staff Welfare	86.81	80.30
Directors Remuneration (including incentives)	145.71	222.84
Total	**1,943.37**	**1,730.85**

23 Finance Charges

Particulars	**3/31/2026**	**3/31/2025**
Interest On Secured Loan	3.25	0.18
Total	**3.25**	**0.18**

24 Other Expenses

Particulars	3/31/2026	3/31/2025
Administrative expenses	20.66	10.93
Advertisement Charges	4.08	6.18
Annual maintenance charge	6.20	3.66
Bank Charges	10.74	9.62
Business Promotion Expenses	33.75	21.04
Compliments and Gifts	0.17	2.09
Consumption of stores and spare parts	66.89	49.29
Depositary Charges	1.15	1.15
Donation & Subscription	0.20	0.16
Entertainment Expense	5.31	5.63
Insurance exp.	1.15	2.95
Liquidated Damages	1.71	3.34
Manufacturing Expenses	82.80	74.59
Miscellaneous Expense	0.87	9.79
Packing charges	45.18	36.82
Payment to statutory auditors	3.50	3.50
Postage, Parcel And Courier Charges	73.40	97.16
Power and Fuel	45.58	52.63
Printing & Stationery	14.70	17.02
Professional & Technical Charges	22.91	20.01
Rates and Taxes	3.87	3.00
Rent	81.57	80.92
Repairs & Maintenance		
Building	9.64	8.95
Furniture	0.47	-
Vehicles	2.33	1.55
Plant and Machinery	17.15	22.20
Research and Development Expense	1.35	20.71
Security and Service Charges	4.76	4.82
Sitting Fee paid to Directors	6.00	9.50
Sundry Balances Written Off	2.06	11.87
Telephone Expenses	2.38	3.03
Transporting and Delivery charges	12.13	16.71
Travelling Expenses	59.92	60.91
Water Charges	2.46	2.62
Loss on Sale of Fixed asset	0.03	-
Total	**647.07**	**674.34**

Payment to Auditors		
- Statutory Audit	3.50	3.50
- Peer Review Audit	-	-
Total	**3.50**	**3.50**

25 Prior Period Tax adjustment

Particulars	3/31/2026	3/31/2025
Excess Provision Written Back		
- Income Tax	8.87	-
	8.87	-

26 Tax expense

Particulars	3/31/2026	3/31/2025
Current Tax	134.90	128.64
Deferred Tax	(6.02)	(8.61)
Total	**128.89**	**120.04**

24 Other Expenses

Particulars	3/31/2026	3/31/2025
Administrative expenses	20.66	10.93
Advertisement Charges	4.08	6.18
Annual maintenance charge	6.20	3.66
Bank Charges	10.74	9.62
Business Promotion Expenses	33.75	21.04
Compliments and Gifts	0.17	2.09
Consumption of stores and spare parts	66.89	49.29
Depositary Charges	1.15	1.15
Donation & Subscription	0.20	0.16
Entertainment Expense	5.31	5.63
Insurance exp.	1.15	2.95
Liquidated Damages	1.71	3.34
Manufacturing Expenses	82.80	74.59
Miscellaneous Expense	0.87	9.79
Packing charges	45.18	36.82
Payment to statutory auditors	3.50	3.50
Postage, Parcel And Courier Charges	73.40	97.16
Power and Fuel	45.58	52.63
Printing & Stationery	14.70	17.02
Professional & Technical Charges	22.91	20.01
Rates and Taxes	3.87	3.00
Rent	81.57	80.92
Repairs & Maintenance		
Building	9.64	8.95
Furniture	0.47	-
Vehicles	2.33	1.55
Plant and Machinery	17.15	22.20
Research and Development Expense	1.35	20.71
Security and Service Charges	4.76	4.82
Sitting Fee paid to Directors	6.00	9.50
Sundry Balances Written Off	2.06	11.87
Telephone Expenses	2.38	3.03
Transporting and Delivery charges	12.13	16.71
Travelling Expenses	59.92	60.91
Water Charges	2.46	2.62
Loss on Sale of Fixed asset	0.03	-
Total	**647.07**	**674.34**

Payment to Auditors		
- Statutory Audit	3.50	3.50
- Peer Review Audit	-	-
Total	**3.50**	**3.50**

25 Prior Period Tax adjustment

Particulars	3/31/2026	3/31/2025
Excess Provision Written Back		
- Income Tax	8.87	-
	8.87	-

26 Tax expense

Particulars	3/31/2026	3/31/2025
Current Tax	134.90	128.64
Deferred Tax	(6.02)	(8.61)
Total	**128.89**	**120.04**

27 Earnings per equity share

Particulars	**For the year ended 31-03-2026 (Rs in Lakhs)**	**31-03-2025 (Rs in Lakhs)**
Basic Earnings per share		
Net profit for the year	408.19	373.51
Weighted average number of equity shares	1,00,50,000	1,00,50,000
Adjusted Weighted average number of equity shares due to impact of bonus shares	1,00,50,000	1,00,50,000
Par value per share	10	10
Earnings per share - Basic	4.06	3.72
Adjusted Earnings per share	4.06	3.72
Extra-ordinary items (Prior period income)	-	-
Net profit for the year excluding extra ordinary items	408.19	373.51
Adjusted earnings per share excluding extra ordinary items	4.06	3.72
Diluted Earnings per share		
Net profit for the year	408.19	373.51
Weighted average number of equity shares for Basic EPS	1,00,50,000	1,00,50,000
Add: Effect of dilutive instruments	-	-
Weighted average number of equity shares - for diluted EPS	1,00,50,000	1,00,50,000
Adjusted Weighted average number of equity shares due to impact of bonus shares	1,00,50,000	1,00,50,000
Par value per share	10	10
Earnings per share - Diluted	4.06	3.72
Adjusted diluted earnings per share	4.06	3.72
Extra ordinary items	-	-
Net profit for the year excluding extra-ordinary items	408.19	373.51
Adjusted earnings per share excluding extra-ordinary items	4.06	3.72

28 Earnings in foreign exchange (on accrual basis)

Particulars	**For the year ended 31-03-2026**	**31-03-2025**
Exports at F.O.B. value	641.18	609.95
Other Income		
- Freight Income	44.69	43.29
Total	**685.87**	**653.24**

29 Value of Import on CIF basis

Particulars	**For the year ended 31-03-2026**	**31-03-2025**
Raw Materials	264.00	238.67
Total	**264.00**	**238.67**

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

	Particulars	As at 31-03-2026	As at 31-03-2025
a.	Principal amount remaining unpaid to any supplier at the end of the accounting year	33.71	28.61
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

31 Commitments

	Particulars	As at 31-03-2026	As at 31-03-2025
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 31-03-2026	31-03-2025
Contingent liabilities		
a. Claims against the company not acknowledged as debt;		
b. Guarantees		
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. 83.22 Lakhs for the satisfactory performance of their products supplied.

c. The Company has issued Bank Guarantees amounting to Rs. 2.24 crores in favour of customers against advances received from them.

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	**31-03-2026**	**31-03-2025**
Current service cost	48.35	45.18
Interest cost on benefit obligation	36.73	34.65
Expected return on plan assets	(23.05)	(21.14)
Net actuarial loss recognised in the year	(6.91)	11.82
Net benefit expenses	55.13	70.51

Balance sheet

Particulars	**31-03-2026**	**31-03-2025**
Present value of obligation	609.01	549.52
Fair value of plan assets	383.63	319.64
Net accrued liability	(225.38)	(229.88)

Particulars	**31- 03-2026**	**31-03-2025**
Present value of obligation at the beginning of the year	0.01	490.11
Current service cost	48.35	45.18
Interest cost	36.73	34.65
Benefits paid	(25.05)	(23.03)
Actuarial loss	(0.54)	2.61
Present value of obligation at the end of the year	59.50	549.52

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

Particulars	**31-03-2026**	**31-03-2025**
Discount rate	7.22%	6.84%
Expected return on plan assets	6.84%	7.24%
Salary escalation Rate	9.36%	9.36%

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 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 and CFO
Gopala Kurup Unnikrishna Kurup	Wholetime Director
Jayagosh Unni Srambikkal	Wholetime Director
Jaya Jolly	Wholetime Director and Spouse of Managing Director
Tracy Tulassne Caesar	Independent Director
Sajeev Plavita Gopinathan Nair	Independent Director
Anju Poulose Maliyakkal	Independent Director
Vallath Parvathy	Company Secretary
Cyriac and Cyriac	Firm in which Managing Director's brother is a partner
Ihits Technologies Pvt Ltd	Company in which Managing Director's brother is a direct

Transactions with Related Parties:

Particulars	3/31/2026	3/31/2025
Remuneration paid to Directors including bonus and incentives		
Jolly Cyriac	48.14	48.92
Ishach Sainuddin	46.59	48.92
Jaya Jolly	14.30	13.00
Gopala Kurup Unnikrishna Kurup	17.30	16.00
Jayagosh Unni Srambikkal	14.30	13.00
Vellachalil Ramakrishnan Sanjaykumar	1.01	16.44
Abdul Rasheed Aledath Kochunni	1.02	16.67
Jim Jose Punnackal Josey	1.01	16.50
Lijo George	1.02	16.63
Pottekkattu Muhammed Muhammedshafi	1.02	16.74
Total	**145.71**	**222.84**
Sitting Fee Paid to Directors		
Tracy Tulassne Caesar	1.50	2.00
Sajeev Plavita Gopinathan Nair	2.25	2.00
Anju Poulose Maliyakkal	2.25	2.00
Ananthavally Raghavan Satheesh	-	1.75
Reji Zachariah	-	1.75
Total	**6.00**	**9.50**

Remuneration to Company Secretary

Vallath Parvathy	16.35	13.24
	16.35	**13.24**

Payroll Subscription Charge

Ihits Technologies Pvt Ltd	2.16	2.16
	2.16	**2.16**

Legal Charges

Cyriac and Cyriac	3.00	3.00
Total	**3.00**	**3.00**

Balances Outstanding as on year end Particulars

	3/31/2026	**3/31/2025**
Ishach S.	18.33	8.62
Jolly Cyriac	10.40	6.84
Cyriac and Cyriac	0.23	0.23
Ihits Technologies Pvt Ltd	0.21	-
Jim Jose	-	0.56
Lijo George	-	0.56
Muhammed Shafi	-	0.52
Sanjaykumar V R	-	0.56
Abdul Rasheed A K	-	0.56
Total	**29.16**	**18.46**

30 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, 2026	Relationship with the Struck off company	Balance outstanding as at March 31, 2025	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.

31 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.

32 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.

33 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, 2026. 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.

34 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: - 006310S

Sd/-
Allen Joseph
Partner
M No. 228498

Place: - Kochi
Date: 28/05/2026

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

Sd/-
Jolly Cyriac
Managing Director
DIN:00409364

Sd/-
Ishach S
Whole-time Director & CFO
DIN:00409402

Sd/-
G Unnikrishna Kurup
Whole-time Director
DIN:07622598

Sd/-
Vallath Parvathy
Company Secretary and
Compliance Officer

Form No. MGT-11

Proxy form

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

CIN **:** L33125KL1993PLC006984
Name of the Company **:** HOLMARC OPTO-MECHATRONICS LIMITED
Registered office **:** BUILDING NO. 11 / 490, B7, HMT INDUSTRIAL ESTATE, KALAMASSERY, KANAYANOOR TALUK, ERNAKULAM - 683503

Name of the Member(s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:

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

1. Name : …………….
   Address :
   E-mail Id:
   Signature: …………………………., or failing him/her

2. Name : …………….
   Address :
   E-mail Id:
   Signature: …………………………., or failing him/her

3. Name : …………….
   Address :
   E-mail Id:
   Signature: …………………………..,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of members of the Company, to be held on Tuesday, 01st September 2026 at 03.30 PM at Conference Hall, First Floor, The Kerala State Small Industries Association (KSSIA), HMT Industrial Estate, Kalamassery, Kanayanoor Taluk, Ernakulam, Kerala - 683503 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No	Items	For	Against
	ORDINARY BUSINESS		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2026, including the Balance Sheet as at 31st March 2026 and the Statement of Profit and Loss for the year ended on that date, along with the schedules and Notes forming part of the Accounts and the Cash Flow Statement, as audited and reported by the Auditors of the Company, and the Reports of the Board of Directors and the Auditors to the shareholders.		
2.	To declare final dividend of Rs. 0.5/- (Fifty paisa only) per equity shares for the financial year ended 31st March 2026.		
3.	To appoint a director in place of Ms. Jaya Jolly (DIN: 09723618), who retires by rotation and being eligible, offers herself for re-appointment.		
	SPECIAL BUSINESS		
5.	To approve Re-Appointment of Mr. Gopala Kurup Unnikrishna Kurup (DIN: 07622598), as Whole-Time Director of the Company.		
6.	To approve Re-Appointment of Mr. Jayagosh Unni Srambikkal (DIN: 09257206), as Whole-Time Director of the Company.		

Signed this…... day of…..… 2026

Please Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note:

1. No instrument of proxy shall be valid unless

a) in the case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorised in writing,
b) in the case of joint holders, it is signed by the shareholder first named in the register or his / her attorney, duly authorised in writing,
c) in the case of a body corporate signed by its officer or an attorney duly authorised in writing.

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

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

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

5. Proxies in Blank and Incomplete Proxies

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

5.2 Undated Proxy shall not be considered valid.

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

ATTENDANCE SLIP

I/We hereby record my/our presence at the **34th Annual General Meeting** of Holmarc Opto-Mechatronics Limited to be held on Tuesday, 01st September, 2026 at 03.30 PM at Conference Hall, First Floor, The Kerala State Small Industries Association (KSSIA), HMT Industrial Estate, Kalamassery, Kanayanoor Taluk, Ernakulam, Kerala - 683503.

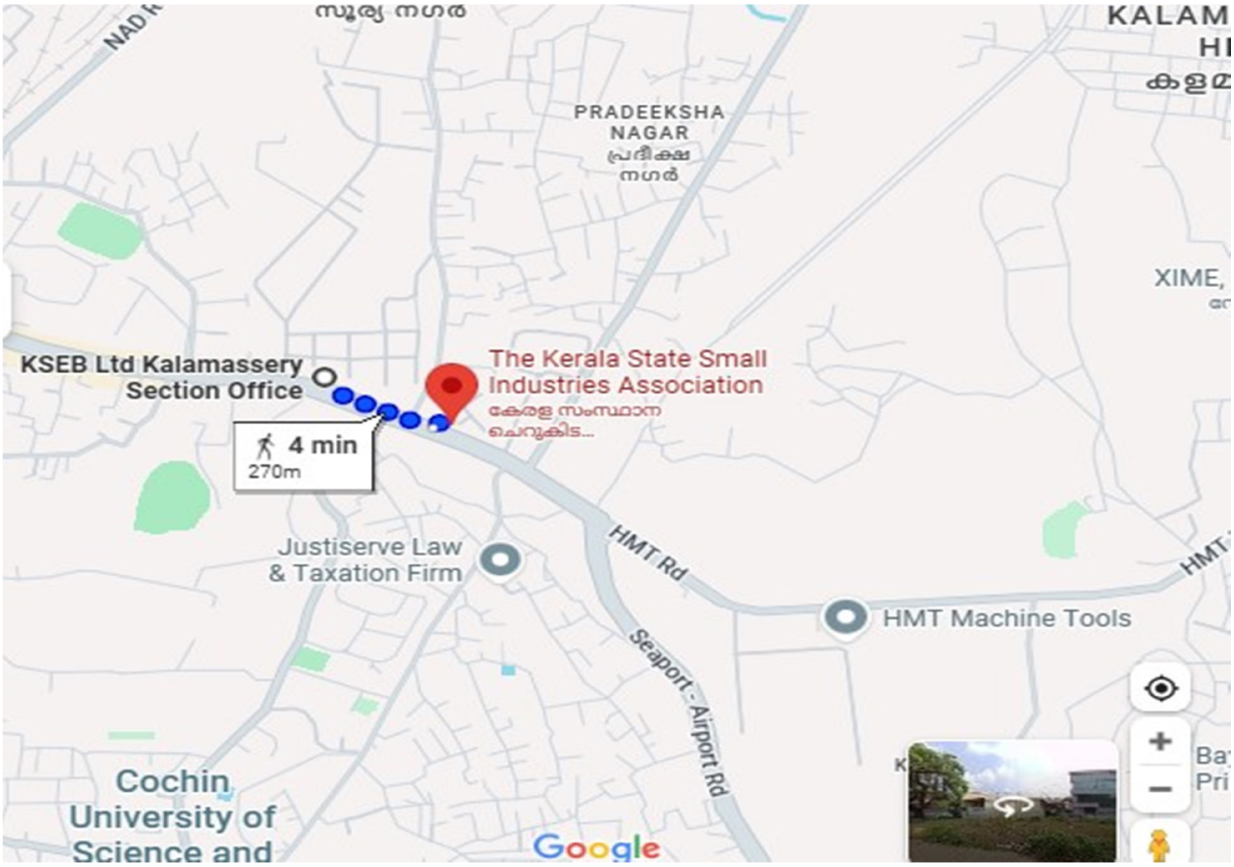
Sl. No.	**Particulars**	
01	Name of Member/Proxy Holder (in full)	
02	DP ID	
03	Client ID	
04	No.of Shares held	
05	Father's/ Husbands Name	
06	Address as Registered with the Company	
07	Member's/Proxy's Signature	

Notes:

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

<u>Route Map to the Venue of AGM</u>

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



Corporate Office:

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

Registered Office and Factory:

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

Contact Details:

E-mail : cs@holmarc.com
Tel: +91 81369 44438

CIN : L33125KL1993PLC006984
GST No: 32AAACH9492C1ZQ
MSME : UDYAM-KL-02-0043524

ISO 9001:2015 Certified

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